

HALLOWEEN III: SEASON OF THE WITCH

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REVISED DRAFT

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HALLOWEEN 3

1 SUPERIMPOSE OVER BLACK:

1

"HALLOWEEN WILL COME, WILL COME,  
WITCHCRAFT WILL BE SET AGOING,  
DEMONS WILL BE AT FULL SPEED  
RUNNING IN EVERY PASS,  
AVOID THE ROAD CHILDREN,  
CHILDREN."

—TRADITIONAL

---

FADE IN:

2 MAIN TITLE SEQUENCE

2

Titles begin to play over a black screen.

Suddenly the screen is filled with color! An intense,  
glowing orange.

Electronic. Flickering. A TV screen.

The sound of clicking, clattering computer keyboards.

A black dot appears in the field of orange, then  
another and another. These build into the shape  
of a triangle.

TITLES CONTINUE.

CAMERA SLOWLY DOLLIES BACK.

Another black triangle appears beside the first.  
Eyes.

The face of a jack-o-lantern is being electronically  
"carved" into the field of orange.

The triangular nose, the jagged smile...

The pumpkin shape reverses and rearranges itself on  
the monitor screen, distorting, enlarging, shrinking,  
strobing, filling the screen.

TITLES OUT.

DISSOLVE TO:

3 INT./EXT. LONELY GAS STATION - NIGHT

3

OPEN on another TV screen. This one is filled with dramatic shots of Stonehenge.

TV COMMENTATOR

(V.O. filtered; with  
British accent)

...leaving British authorities still baffled and without any substantial clues nine months after the theft... the Bluestone was one of nineteen, believed to represent the nineteen-year cycle of the moon. It weighs more than five tons, making its disappearance a mystery indeed...

PULL BACK to reveal a clean little gas station. The ATTENDANT, JONES, a black man in his forties, sits comfortably at his desk, feet propped up, his nose buried in a boxing magazine.

Outside, the rain comes down in sheets.

TV COMMENTATOR

(continued; V.O.)

...but the festival goers seemed none the worse for it, as happy celebrants gathered to welcome in the Autumn season...

(a smattering of an  
Irish jig)

Derrick Smith...at Stonehenge.

TV ANCHORMAN

(V.O. filtered; very  
American)

Aaaaaaaaand when we come back, Steve will bring us the weather and Trina will be here to tell you what you can do about junk mail. Stay with us...

Then, the bright, happy sound of a commercial. Jones glances at the set.

## 4 CLOSEUP - TV SCREEN 4

A logo spirals out of the video depths and fills the screen:

## SILVER SHAMROCK

Jolly voices begin to sing:

SHAMROCK VOICES\*  
EIGHT MORE DAYS TO HALLOWEEN,  
HALLOWEEN, HALLOWEEN;  
EIGHT MORE DAYS TO HALLOWEEN,  
SIL----VER----SHAMROCK!!!

Colorful masks and smiling children spiral onto the screen and dance merrily about: A WITCH, a PUMPKIN and a SKULL.

## 5 BACK TO SCENE 5

Jones turns back to his magazine. A SHAMROCK VOICE yammers about "horrificly beautiful masks at low, low prices..."

In the pouring rain outside, something moves. A FIGURE separates itself from the background and heads toward the station.

## 6 EXT./INT. GAS STATION - LOW ANGLE (PANAGLIDE) 6

The man's foot splashes hugely into frame! He staggers doggedly past the gas pumps, gasping for breath. WE FOLLOW.

Something dangles from his hand; he drops it. It is a Halloween mask. An orange pumpkin.

The man staggers forward and falls against the station door.

## 7 INT. ON JONES 7

The attendant turns, startled.

\* to the tune of "London Bridge Is Falling Down"

8 INT./EXT. THROUGH GLASS ONTO GRIMBRIDGE

8

The man outside (whose name is GRIMBRIDGE) has his face pressed tight against the glass; it is a study in terror and exhaustion. His gray hair is matted. His eyes are wild.

Jones opens the door and Grimbridge collapses inward. Jones helps him to the floor.

JONES

Jesus Christ, man! What happened?

Grimbridge stares up at the attendant helplessly. He is emaciated. A week's growth of beard, a cut on his cheek. He slumps into unconsciousness.

JONES

(continuing)

Oh man, don't die here...

CUT TO:

9 EXT./INT. GAS STATION GARAGE - NIGHT

9

The station tow-truck roars to life and backs out into the rain. Grimbridge is slumped against the passenger window. Gears grind, wheels spin and the truck hurtles into the night.

PAN WITH IT, finally revealing a tall thin figure, watching from the shadows.

CUT TO:

10 INT. LINDA'S HOUSE - NIGHT

10

The television plays commercials to an empty room. Upper middle class, suburban. The front door bursts open.

JOHN CHALLIS steps in gingerly, rain and lightning behind him. Square-jawed, late thirties; his hair and his clothes are all wrong for the suburbs.

CHALLIS

(coming in)

Anybody home?

(CONTINUED)

10 CONTINUED:

10

A commotion from the other end of the house. TWO CHILDREN run into the room carrying forks, napkins, sandwiches, etc. BELLA (9) and WILLIE (10), straight from the dinner table.

BELLA & WILLIE  
(in a jumble)  
Daddy's here! Daddy's here! Yay,  
Daddy! Whadja bring us?

The children both hit Challis at the same time, nearly knocking him over.

LINDA  
(off-screen)  
Children, we leave our food at the  
table--

Linda comes in. Pretty, well-coiffed. The perfect suburban wife. Except that she and Challis aren't married any more. She looks weary.

Challis takes two paper bags from his coat.

BELLA & WILLIE  
Whadja bring us? Lemme see! Lemme  
see!

CHALLIS  
(to Linda; through the  
din)  
Hi. Sorry. Bad timing.

LINDA  
(phony pleasant)  
I'm used to it. Remember?

CHALLIS  
(to the children)  
All right, all right! Here!

He hands each child a paper bag.

11 ON BELLA AND WILLIE

11

In unison, they pull Halloween masks from the bags. These aren't the kind on TV. These are smaller, and painted with dull colors.

In unison, the children look disappointed.

12 BACK TO SCENE

12

CHALLIS

What's wrong? Don't you like them?

WILLIE

Mommy already got us masks...

BELLA

Silver Shamrock! Look!

Challis' face falls. The children drop their gifts and scamper behind the sofa, emerging seconds later wearing two beautiful Silver Shamrock masks! Willie wears a SKULL, his sister a WITCH HEAD. They prance around the room singing the Silver Shamrock song.

Linda comes over to Challis. The children settle in front of the TV.

LINDA

(softening)

Nice try.

Challis shrugs, picks up the masks. If it hurts, he doesn't show it much. The phone RINGS. Both children lunge for it.

BELLA &amp; WILLIE

I'll get it! I'll get it!

LINDA

(getting there first)

Hello? Yes. Just a moment.

(at the kids)

Turn that down!

She holds the phone out to Challis.

13 ANGLE ON CHILDREN

13

They return to their perches in front of the TV, still wearing their masks. Bella turns down the volume just as the Silver Shamrock commercial comes on! Delighted, both children bob and dance to the music.

14 BACK TO SCENE

14

CHALLIS

(into phone)

Yeah?---when? What's his condition?

---all right. I'll come on in.

(hanging up)

I've got to go.

LINDA

That's a familiar line.

CHALLIS

'Bye kids--

But the children are absorbed in their TV-dance.  
Challis heads for the door. Linda hurries to him.  
DOLLY IN CLOSE.

LINDA

(lowering her voice)

John, now listen to me. Saturday  
morning, 10:30. You're picking them  
up. Right? No excuses this time?

CHALLIS

(irritably)

Linda...

LINDA

It's been four weeks, nonstop.  
They're your kids too, dammit. I'm  
going out of my mind, John, I need  
some personal space!! You promised  
me--

CHALLIS

All right. Saturday.

And he is gone. Linda stares out into the rain.

LINDA

(softly)

Bastard.

And in the background, the Silver Shamrock jingle  
tinkles along...

CUT TO:



15 EXT. SIERRA MADRE - NIGHT 15

Challis' car slides through the wet night, rounds a curve and slices through the main street of this small California town.

16 INT. CHALLIS' CAR - NIGHT (MOVING) 16

Challis drives through the night. The rain lets up; he turns off the wipers. He tries the radio, twisting the dial: Jazz, rock, news, the commercial..."eight more days to Halloween, Halloween, Halloween--"

Disgusted, Challis snaps the radio off.

17 EXT. HOSPITAL PARKING LOT - NIGHT 17

See the hospital from some distance away: A couple of stories, modern, stark. A few cars scattered in the gaping parking lot.

Challis' car pulls into a special area near the building. He gets out and heads inside. As we PAN with him, we catch a reflection in a nearby car.

The tall thin man is watching.

18 INT. HOSPITAL CORRIDOR - NIGHT 18

Challis comes in. He is met by the HEAD NURSE, (AGNES), a stout woman of middle age.

NURSE

His condition is stable, but Doctor Castle left early, and I just thought I should--

CHALLIS

Sure. S'fine. Where is he?

The nurse points ahead. They go up the hallway. WE FOLLOW. TWO POLICEMEN are standing near a gurney on which Grimbridge is lying. Jones, the station attendant, comes over.

JONES

Lissen. He just walked up out of the rain. I swear to God that's all there was to it...I brought him here...

(CONTINUED)

18 CONTINUED:

18

One of the policemen hands Challis a form to sign. Challis does so, and the policemen leave. Jones seems relieved.

Challis checks Grimbridge over. He appears to be asleep.

CHALLIS

Got a room for him?

NURSE

Thirteen.

Challis begins to push the gurney down the hall.

JONES

Hey. Can I leave now?

CHALLIS

Don't see why not.

Challis stops the gurney and extends his hand.

CHALLIS

(continuing; professional  
courtesy)

Thanks for helping him out.

JONES

Well, I always say...it may be me  
next time...(AD LIB)

19 NEW ANGLE

19

(Jones' voice carries OVER.)

The gurney has stopped just in front of an open door. Looking past Grimbridge's head, SEE a PATIENT in bed, and high up on the wall, a television set. As we watch, the now-familiar happy music starts playing. The Silver Shamrock theme.

Grimbridge hears it. His eyes pop open. He feebly raises his head! He moves his mouth, making a croaking sound.

20 BACK TO SCENE

20

Challis hears this and flies to Grimbridge, leaning in close.

CHALLIS

Can you hear me?

The commercial continues in BACKGROUND. Challis takes no notice.

GRIMBRIDGE

(haltingly)

They're----going to----kill us!  
All of us!!!

Grimbridge falls back, trembling.

CHALLIS

Nurse! Nurse!

As the nurse comes running, Jones backs fearfully away, down the hallway and out the door.

DISSOLVE TO:

21 INT. GRIMBRIDGE'S ROOM - NIGHT

21

Grimbridge sleeps peacefully. The nurse finishes giving him an injection.

NURSE

That ought to hold him 'til morning.

CHALLIS

Great. Who's next?

NURSE

Nobody. Except for him it's a quiet night.

CHALLIS

I could use a nap.

NURSE

Twenty-two's empty.

They go into the hallway.

22 INT. HOSPITAL HALLWAY - NIGHT

22

Challis and the nurse come out and head down the corridor away from CAMERA.

NURSE

Pillows are in the cabinet. There's some milk and cookies in the fridge.

CHALLIS

I think I should have married you, Agnes...

He pats her on the behind. She jumps.

NURSE

Watch it, buster. I play for keeps.

They clown their way down the corridor, their voices receding. Challis goes into a room. The nurse ducks in at her station.

After a moment, the tall thin man steps around a corner. He walks quietly across to Grimbridge's room.

23 INT. GRIMBRIDGE'S ROOM

23

In the near-darkness, the thin man is no more than a shadow. He glides silently over to the bed.

24 ON GRIMBRIDGE

24

Sleeping peacefully, lit dimly by a nearby nightlight. Suddenly a black-gloved hand clamps down across his mouth!

His eyes open dazedly. His hands feebly claw at the glove, the sleeve, but his strength is no match for the thin man's.

25 NEW ANGLE

25

The thin man brings his other hand down toward Grimbridge's face, his thumb and forefinger poised like talons!!

- 26 CLOSEUP - GRIMBRIDGE'S EYES 26  
He stares up in terror, then he clamps his eyes shut as...
- 27 CLOSEUP - HAND 27  
The thin man brings his hand down and...
- 28 GRIMBRIDGE'S FACE (SFX APPLIANCE) 28  
The thumb and forefinger penetrate deep into Grimbridge's eye sockets! The hand grips hard, vice-tight.
- 29 CUTAWAY - GRIMBRIDGE'S FEET 29  
His feet begin to kick and quiver.
- 30 BACK TO SCENE (SFX APPLIANCE) 30  
Suddenly the gloved hand jerks outward with a sickening CRUNCH. Grimbridge's face changes shape obscenely!  
Grimbridge stops struggling.
- 31 NEW ANGLE 31  
The thin man takes a towel from beside the bed and wipes his gloves on it.

NURSE  
(off-screen)

What are you doing in here?!

WHIP PAN to the door. The nurse has come in, is already crossing to the bed. She sees Grimbridge; her hands fly to her mouth and she screams.

The thin man walks calmly past her and out the door.

32 HALLWAY TO PARKING LOT (PANAGLIDE) 32

Challis springs up out of his nap; he runs into the hallway. The thin man slips out the exit door at the far end. Challis runs down the hallway and into Grimbridge's room.

NURSE

He's dead!

(pointing)

A man--a man just---

Challis runs again. WE FOLLOW. Down the hallway, through a door, down a flight of steps, through another door and into the parking lot. Challis stops and looks around.

33 HIS POV 33

In the distance, the thin man reaches his car. He opens the door and gets inside.

34 BACK TO CHALLIS 34

He starts running for the car. WE FOLLOW, drawing close.

35 ON THE THIN MAN 35

The thin man takes a container and begins to pour liquid on himself, the dashboard, the back seat!

36 CHALLIS 36

Challis slows to a stop, mystified.

37 CHALLIS' POV 37

The thin man strikes a match.

38 SMASH CLOSEUP - MATCH 38

For a split second, match-light illuminates the thin man's smooth, blank face. Wet with gasoline!

39 WIDE SHOT 39

With a WHOOF, the car's interior roars into flame!

40 CHALLIS 40

The wave of heat rocks Challis back on his feet. He stares at the burning car in astonishment and horror.

41 NEW ANGLE 41

Within seconds, the entire car is an inferno! The gas tank explodes, sending a ball of flame into the air!

42 WIDE SHOT 42

People run from surrounding building toward the flaming car, and the mystified doctor.

DISSOLVE TO:

43 EXT. HOSPITAL PARKING LOT - DAWN 43

Same angle. POLICE hover about the charred car while TWO MEN IN WHITE COATS pick through the wreckage. A FIRE TRUCK sits nearby.

44 INT. HOSPITAL - GRIMBRIDGE'S ROOM - DAWN 44

Challis stands at a window, bleary-eyed, still in shock.

TWO ATTENDANTS lift Grimbridge's covered body onto a collapsible stretcher.

The SHERIFF, the CORONER and another police OFFICER talk quietly in the corner.

The attendants wheel the stretcher to the door. They are met there by ELLIE GRIMBRIDGE, a pretty woman in her '20's. She is dressed in a suit, obviously prepared to face the tragedy.

ELLIE

Is this ----

(CONTINUED)

44 CONTINUED:

44

The Sheriff crosses hastily over as Ellie starts to lift the sheet.

SHERIFF

Ma'am, I wouldn't...just yet.

ELLIE

Let's get it over with.

Gingerly, the Sheriff lifts the sheet. For just an instant, sheer horror plays across Ellie's face. She holds it in check.

Challis watches from his place at the window.

ELLIE

(continuing)

Yes...it's my father.

She turns away, breathing deeply. The policeman hands her a cup of water. The coroner begins to pack his bag.

ELLIE

(continuing)

Who did it?

SHERIFF

Some crazy man. Killed himself in the parking lot right after... Drugs, probably. Miss Grimbridge--

ELLIE

Is that it? My father's dead because some drug freak was amusing himself?

SHERIFF

The whole thing is under investigation.

ELLIE

(bitterly)

I'll bet!

SHERIFF

Miss Grimbridge, you've had a hard night and you've come a long way. Nobody's sorrier than I am about what you've had to come for. Why

(MORE)

(CONTINUED)



44 CONTINUED: (2)

44

SHERIFF  
(continued)  
don't you get some rest? When you  
feel better, I'll have some ques-  
tions for you. And maybe some more  
answers.

The Sheriff pats Ellie's shoulder comfortingly. She  
straightens herself and walks out.

Everyone waits for a pregnant moment. Then the  
Sheriff sighs hugely.

SHERIFF  
(continuing)  
All right, boys. Let's clear out.

The stretcher is wheeled out. One by one, the others  
follow.

CUT TO:

45 INT. HOSPITAL CORRIDOR - LATER

45

Challis heads wearily toward the exit. A sound stops  
him. He looks around.

46 HIS POV

46

Down a side corridor, Ellie is pressed against a wall,  
half concealed, sobbing quietly.

47 ON CHALLIS

47

He watches helplessly.

FADE OUT.

48 INT. BAR - MORNING

48

A television set is mounted high up over the bar. A  
Saturday morning cartoon is playing.

There are two people in the bar: Challis and CHARLIE  
THE BARTENDER, a muscular fellow with a beard and a

(CONTINUED)

48 CONTINUED:

48

beer gut. Challis is having bourbon for breakfast. He looks hung over.

He winces at the cartoon.

CHALLIS

Hey Charlie. How about another station?

Charlie changes channels, pausing at a preview trailer for the movie "Halloween." An announcer intones promises of "a very special Horrorthon on Halloween night---brought to you by Silver Shamrock!" The familiar tones of the commercial follow..."THREE MORE DAYS TO HALLOWEEN, HALLOWEEN, HALLOWEEN."

CHALLIS

(continuing)

Charlie, come on...

CHARLIE

Whatsamatter? Don't you have any Halloween spirit?

CHALLIS

No.

Charlie finds a football game. He draws himself a beer and settles in to watch.

The front door opens and Ellie walks in. She is casually dressed; she looks refreshed and well-rested.

ELLIE

(coming over)

Hi.

CHALLIS

Hello.

ELLIE

My name's Ellie Grimbridge.

CHALLIS

I know. John Challis.

ELLIE

I know.

(CONTINUED)

48 CONTINUED: (2)

48

They sit awkwardly for a moment.

CHALLIS

I---uh---I'm sorry about your father.  
I thought about calling or sending  
flowers or something, but...I figured  
you'd rather be left alone.

ELLIE

Thanks. You figured right.  
(after a moment)  
Can I ask you something?

CHALLIS

Sure.

ELLIE

Do you do this every morning?

CHALLIS

No! This is a special occasion!

ELLIE

What?

CHALLIS

The weekend...

(glancing at his watch)

It also probably has to do with the  
fact that I've got to pick up my  
kids in a little while and I'm not  
really looking forward to it.

(holding up his drink)

Get you one?

ELLIE

No thanks. Can I ask you something  
else?

Challis nods, amused. Ellie is very attractive;  
she also knows how to ask questions without being  
obnoxious.

ELLIE

(continuing)

Did my father say anything to you  
the night he died?

Challis studies his drink for a moment.

(CONTINUED)

48 CONTINUED: (3)

48

CHALLIS

Yeah. He said, 'tell Ellie I love her.'

ELLIE

(moved; rising to go)

You're a bad liar...but thanks anyway.

CHALLIS

Listen. I guess you have a right to know the truth. What he really said was, 'they're going to kill us all.' I hate to tell you this, but your old man was out of his mind. They found him wandering in the rain--

Challis stops. He has gone too far. Ellie fights back tears.

ELLIE

Could I show you something?

CUT TO:

49 INT. GRIMBRIDGE'S STORE - DAY

49

The store is dark. Ellie lets herself and Challis in. The front blinds are drawn; "closed" signs hang forlornly in the windows.

ELLIE

Papa really loved this place. But business was getting bad. I suppose you shopped at the new mall like everybody else...

Challis doesn't answer. He looks around the dusty store. It is a sort of hardware-variety store; a bit of everything.

Along one wall is a rack of sports equipment. Next to that, a row of automobile tires. A shelf of toys. Tools, bicycles, clothing, arranged willy-nilly.

(CONTINUED)

49 CONTINUED:

49

ELLIE

(continuing)

He was thinking about closing down.  
His last letter was all about it.  
That was three weeks ago.

(digging)

He wasn't out of his mind then...

She picks up an old-looking ledger by the cash register.

ELLIE

(continuing)

The kids were keeping him going.  
They'd come in after school. He  
really loved them. Let 'em play  
with the stuff right in the aisles...  
like I used to do when I was little.

(scanning the ledger)

Candy, gum. A bicycle, a basketball,  
lots of toys...his best customers.

(a beat)

He kept pretty good records for a  
crazy man, Doctor--

CHALLIS

Look, I'm sorry about the comment.  
Maybe I should go.

ELLIE

No. I did want to show you something.

She picks up an appointment book.

ELLIE

(continuing; reading)

'October 18. Merchant's council  
meeting. October 19, football game.  
October 20, pick up more masks.'  
That's the last entry. I think he  
was referring to these...

She goes to a shelf where the Silver Shamrock masks  
are on display.

CHALLIS

(wryly)

Oh, those things. I know them well.

(CONTINUED)

49 CONTINUED: (2)

49

ELLIE

They're very popular. According to Papa's ledger, he couldn't stock them fast enough. I did a little detective work. The town where they make these is not too far away. Santa Mira.

CHALLIS

So what?

ELLIE

If he went to the factory to pick up his order--

CHALLIS

Why wouldn't he just have it sent?

ELLIE

Too close to Halloween? Besides, any merchant will tell you if you go to the factory direct, you'll cut your overhead! If Papa went there, then maybe they know something I need to know.

CHALLIS

(skeptically)

Maybe.

ELLIE

My father wasn't crazy! And the Sheriff can talk all year about a drug-crazed lunatic running berserk and I still don't buy it. I'm surprised anybody does.

(a pause)

I'm not going back to L.A. until I find out what happened...maybe they can tell me something in Santa Mira.

Challis eyes her for a long moment. Then:

CHALLIS

Want some company?

CUT TO:

50 EXT. SIERRA MADRE STREET - NOON

50

Challis is at a pay phone. In the background, see Ellie's car, a rented Chevy. Double parked, Ellie at the wheel.

CHALLIS

(into phone)

Look Linda, I can't get out of it--  
I'm really sorry--aah, just a bunch  
of doctors talking about boring  
stuff--Linda, take it easy!--I'll  
call you Monday---I can't remember  
the name of the hotel---I've got to  
go---'Bye.

He hangs up the phone, grabs a six-pack of beer  
perched on the phone booth, and hops into the car.  
It glides off into the California afternoon.  
PAN WITH IT and continue to: ...the show window  
of an appliance store. Rows and rows of TV sets.  
And on every one, the Silver Shamrock masks are  
dancing. The Shamrock theme is playing. The Sham-  
rock voice is pitching: "GLOWS IN THE DARK! ONLY  
THREE MORE DAYS! BUY ONE, BE IN ON THE FUN!!!"

CUT TO:

51 EXT. FREEWAY - DAY

51

Ellie's car rolls past...

52 INT./EXT. ELLIE'S CAR - HIGHWAY - DAY

52

Ellie is driving, eating an apple and reading the  
map at the same time. Challis is sprawled across  
the seat, his head thrown back, sleeping soundly.

53 EXT. HIGHWAY JUNCTION - DAY

53

The Chevy swings off the highway onto a secondary road.

54 EXT. ROAD TO SANTA MIRA - DAY

54

The car passes a quaint-looking farmhouse and  
disappears around a curve.

55 EXT. OCEAN ROAD - AFTERNOON 55

The car turns onto a lonely back road. Deep in the distance is the ocean.

56 INT./EXT. ELLIE'S CAR - AFTERNOON 56

Ellie squints into the sunlight.

ELLIE  
We're almost there...

CHALLIS  
(waking up)  
Mmmmf...hm?

ELLIE  
There it is.

Ellie slows the car to a stop. They both look out.

57 THEIR POV - AFTERNOON MAGIC SHOT 57

The sleepy little town of Santa Mira sits nestled in rolling fields. Beyond it, a road leads off to the ocean, some miles away.

58 BACK TO SCENE 58

Challis stretches stiffly.

CHALLIS  
That crappy little place is where  
all those masks and commercials  
come from?

He settles back for another quick cat-nap. Amused,  
Ellie drives on.

59 INT./EXT. ELLIE'S CAR 59

Looking out the windshield, SEE a big truck round the curve ahead, needing lots of room.

It bears down on them. Ellie hits the horn and steers the car onto the shoulder.



60 EXT. CURVED ROAD

60

The truck lumbers past, narrowly missing Ellie's car, sending it deep onto the shoulder of the road.

61 INT. CAR

61

Our two are thrown around a bit.

ELLIE  
(shouting)

Jerk!

Challis spins around, watching the truck.

61A HIS POV - THROUGH THE BACK WINDOW

61A

The truck, featuring a Silver Shamrock logo on its side and back, rumbles around the curve and out of sight.

62 EXT. CAR

62

The car starts onto the road again. Another truck rounds the curve and roars out of town, again taking all the road.

Ellie coughs in the dust.

CHALLIS  
Welcome to Santa Mira.

Ellie rolls up her window and pulls onto the road again.

63 EXT. SANTA MIRA OUTSKIRTS - DAY

63

The car rounds a curve and passes a large sign:

WELCOME TO SANTA MIRA, HOME OF

SILVER SHAMROCK

In the distance, SEE for the first time, the red-brick factory. Smokestacks. A huge Silver Shamrock logo at the highest part of the building.

64 EXT. GAS STATION/MOTEL 64

An old but pleasant-looking gas station sits next to a tiny Motel. On the hill behind this sits the Silver Shamrock factory.

65 CLOSER ANGLE - GAS STATION 65

RAFFERTY, the very Irish-looking attendant, stands beneath a sign bearing the inscription:

RAFFERTY'S DELUXE

His eyes follow Ellie's car as it turns a distant corner.

66 EXT. SANTA MIRA TOWN SQUARE - LATER AFTERNOON 66

Ellie's car pulls into the town square. It rolls along a row of stores. Most are closed down. No one is on the street.

67 EXT./INT. CAR (MOVING) 67

Ellie and Challis watch the storefronts slide by.

68 THEIR POV (MOVING) 68

A deserted storefront. A uniform shop (factory garb in the window); a neat and tidy little bank, "SHAMROCK SAVINGS"; a grocery, "SHAMROCK STORE"; and so on.

Here and there, at windows and in doorways, ruddy Irish faces appear, take a long look, then turn away.

69 BACK TO SCENE 69

ELLIE

I feel like a goldfish.

CHALLIS

Company town.

ELLIE

Irish company town.

70 WIDE SHOT - HIGH ANGLE

70

Ellie's car reaches the end of the row of buildings. It crosses a railroad track, turns in front of an old church and swings back around, one block over.

PAN TO FOLLOW, finally revealing a strange object in foreground: Mounted up high on a rooftop, inconspicuous, is a small video camera. Its servo-unit whirs, following Ellie's car as it passes.

71 NEW ANGLE - ON STREET

71

The car pulls up and pauses. BOOM DOWN CLOSE as our two look up at something.

72 THEIR POV - LOW ANGLE

72

The Silver Shamrock factory looms overhead, bathed in the golden light of the Autumn afternoon.

73 BACK TO SCENE

73

ELLIE

Looks a little spooky.

CHALLIS

What do you expect? They make Halloween masks.

ELLIE

I'm not ready for this. We need a plan.

CHALLIS

How about this: We drive down that road, get some more beer and go to the beach.

ELLIE

I'm serious!

CHALLIS

All right, here's one: We go back to that gas station and see if they know anything. We could pose as buyers. Maybe even rent a couple of rooms at that motel...

(looking around furtively)

Then we'd have someplace to talk without the whole town watching.

(CONTINUED)

73 CONTINUED:

73

ELLIE

Good point. It's getting late,  
anyway.

Ellie wheels the car down the street toward the gas  
station.

After a moment, a garage door in the factory slides  
open. A long, silver limousine purrs into the street.  
Its windows are tinted; no hint of who might be  
inside.

It heads off in the other direction.

CUT TO:

74 EXT. RAFFERTY'S DELUXE - LATER AFTERNOON TO DUSK

74

Ellie's car pulls into the station. RAFFERTY comes  
over from the motel. Now he is all smiles, all charm,  
all Irish.

RAFFERTY

Good evenin' to ye! Fill 'er up?

ELLIE

Please.

RAFFERTY

Aaah...and another grand day it's  
been in Santa Mira, where the sun  
smiles down and takes care of its  
own!

He smiles his way to the pumps.

ELLIE

(under her breath)

You've got to be kidding...

CHALLIS

Welcome to Santa Mira. Dublin West.

RAFFERTY

(coming back)

Just passing through?

ELLIE

No, I--uh, my husband and I--

(CONTINUED)

74 CONTINUED:

74

A surprised look from Challis.

ELLIE  
(continuing)

---own a toy store and we've come  
to pick up some more masks.

RAFFERTY  
Ah, and beauties they are, too!

Challis gets enthusiastically into the act. He leans  
forward and slides his arm onto Ellie's shoulders.

CHALLIS  
You can say that again! Selling  
like hotcakes, too!

RAFFERTY  
(genuinely pleased)  
Good! Good!

CHALLIS  
Say, pardner. D'you know whether  
there's a vacancy next door? My  
wife and I need a place to stay.

He smiles a "husband" kind of smile at Ellie, who  
tries not to crack up.

RAFFERTY  
You've come to the right place.  
(fishing in his pocket)  
I own the motel, too! Well, rent  
it, really. Mr. Cochran owns it,  
of course. He owns everything  
around here. But he doesn't try  
to tell me how to run my business,  
and I don't try to tell him how  
to run his. You see? It all  
works out! Now! Here we are...

He holds out a room-key, dangling from a large green  
plastic tab.

CUT TO:

75 INT. MOTEL ROOM - DUSK

75

The door opens, flooding orange light into a small but tidy room. Rafferty comes in, switching on lamps and fluffing up pillows on the lone double bed.

RAFFERTY

Here 'tis. It's cozy and it's quiet.  
(stepping into the  
bathroom)

The shower's a good one...

HEAR a blast of water, a clattering of pipes.

Challis leans in close to Ellie.

CHALLIS

(softly)

Keep him happy for a minute.

Challis leaves.

76 EXT. MOTEL

76

Challis hurries over to the motel office.

77 BACK TO MOTEL ROOM - NEW ANGLE

77

Rafferty comes out of the bathroom.

RAFFERTY

No bags?

ELLIE

Er...well, the trunk is stuck.

(as Rafferty goes  
outside to help)

My husband knows how to do it,  
but he went to register...

78 EXT. MOTEL

78

Rafferty heads toward the trunk of the car.

RAFFERTY

Got the key?

(CONTINUED)

78 CONTINUED:

78

Ellie comes over, stealing a glance toward the office.  
She pulls out a key ring with a dozen or so keys.

ELLIE  
(feigning stupidity)  
I think it's this one...

79 INT. MOTEL OFFICE

79

Challis is leafing hurriedly through the guest  
register. He finds something of interest.

80 INSERT

80

His finger runs down the list of names and finds a  
signature: HARRY S. GRIMBRIDGE, SIERRA MADRE, CA.  
OCT. 20.

81 EXT. MOTEL PARKING LOT

81

The trunk pops open. Rafferty smiles.

ELLIE  
My goodness! It certainly isn't  
stuck anymore, is it?

There is one small overnight bag in the trunk.  
Rafferty grabs it.

RAFFERTY  
Light packers, aren't you?

ELLIE  
We've had a lot of practice.  
Rafferty starts inside with the bag. He hears a  
car and turns.

RAFFERTY  
Why, there's Mr. Cochran now!

He waves and smiles enthusiastically.

82 ANGLE ON ROAD

82

The long silver limousine glides by slowly.

83 LIMO'S POV (THROUGH DARK GLASS, MOVING) 83

Seen from inside the limo: Ellie standing, Rafferty waving.

84 ANGLE ON ELLIE 84

She watches the car go by. Rafferty heads inside with Ellie's suitcase.

RAFFERTY

Great man, Conal Cochran. A true genius...

85 2ND LIMO POV (MOVING) 85

Again from behind the dark glass, this time tight on Ellie's face. She watches intently.

86 EXT. WIDE ANGLE 86

The limousine tails away, past a large Winnebago just pulling into the motel. The vehicle is done up in loud colors. Recreational gear is stacked on top; a boy's bicycle is strapped to the grill.

87 EXT. MOTEL 87

Challis comes out of the office and along the walkway next to the rooms.

The Winnebago blasts to a skidding stop just in front of Challis. The bicycle flops onto the ground at his feet with a CRASH. From somewhere inside the van comes a cry of distress:

LI'L BUDDY

(off-screen)

Daddeeeee!!!

Challis sets the bike upright. A PORTLY MAN steps from the driver's seat. BUDDY KUPFER. Fortyish.

BUDDY

(into Winnebago)

Aaah, it didn't hurt it!

(MORE)

(CONTINUED)



87 CONTINUED:

87

BUDDY  
(continuing; coming  
around to Challis)  
Hey! Sorry about that. Glad it  
didn't hit you, and a great big  
"thank you" for picking it up!  
You all right?

He thrusts out his hand.

Buddy's not a bad sort of guy; just a little  
obnoxious. Challis shakes his hand and starts  
to pass.

CHALLIS  
No problem.

BUDDY  
Buddy Kupfer. San Diego. That's  
my wife, Betty--

BETTY KUPFER, a perfect match for Buddy, wearing a  
bouffant hair-do, climbs out, followed by a  
miniature Buddy, LI'L BUDDY (12).

BUDDY  
(continuing)  
--and right there's little Buddy!

It's like the Mickey Mouse Club featuring overweight  
suburbanites.

BETTY  
Please to meetcha.

LI'L BUDDY  
Is my bike busted?

Li'l Buddy runs to his bike, hops on it and rides off.

BETTY  
(screeching)  
Don't you dare go in the street!  
You hear me?

CHALLIS  
I've got to go...

He backs away, is met by Rafferty.

(CONTINUED)

87 CONTINUED: (2)

87

RAFFERTY

Let's check you in now, sir.

CHALLIS

I filled it out. There's forty dollars under the blotter. That cover it?

RAFFERTY

Yes! Thank you, sir! Have a pleasant stay.

(turning to Buddy)

Mr. Kupfer, I presume? Your rooms are waiting.

BUDDY

O.K., now this is a freebee, right? I mean, we could always stay in the R.V. if we need to--

Challis reaches his door and lingers there, listening.

RAFFERTY

I assure you, sir, Mr. Cochran has taken care of everything!

BUDDY

Well that's great!

(to Betty, rummaging  
in the back of the  
Winnebago)

Honey, it's a freebee!

BETTY

(off-screen)

What?

Challis steps into his room and closes the door.

88 INT. MOTEL ROOM - DUSK

88

Challis leans against the door for a moment. Ellie is sitting neatly on the bed.

CHALLIS

This place is a zoo.

ELLIE

I saw Cochran. His car, anyway.

(CONTINUED)

88 CONTINUED:

88

CHALLIS

You were right. Your old man stayed here on the 20th.

ELLIE

(standing)

Bingo! Then we hit the factory first thing in the morning.

(heading toward the bathroom)

I'm going to take a shower. O.K. with you?

CHALLIS

Sure.

ELLIE

What I mean is, this bathroom is so tiny, I'd like to undress out here--

CHALLIS

Oh! I'll get some air.

(at the door)

Listen, if it would make you more comfortable, I can sleep in the car. It's softer than this floor anyway--

ELLIE

(softly; coming over)

No, no, no...

She touches his cheek. Then she plants a tiny kiss there.

ELLIE

(continuing)

I think we can do better than that...

Challis thinks this, too. The ice is broken. He watches fondly as she crosses toward the bathroom unbuttoning her blouse. He goes out.

CUT TO:

89 EXT. SANTA MIRA - DUSK TO NIGHT

89

Challis enters the street at one end, walking toward the only storefront which is lit up. A neon sign advertizes "LIQUOR." Another one, "BEER."

90 INT. MOTEL ROOM/BATHROOM - NIGHT

90

The bathroom door is open. SEE Ellie in the shower through ripple glass.

She finishes her shower and steps out, grabbing a towel. Freezing with this scant cover, she runs to the bed, grabs the bedspread and wraps it around herself, shivering.

91 EXT. SANTA MIRA - DUSK TO NIGHT

91

The last hint of daylight leaves the sky. Mercury-vapor lights flicker on here and there.

Challis comes out of the Liquor store carrying a bottle in a paper sack. He heads back the way he came.

92 EXT. MOTEL ALLEY - NIGHT

92

Challis heads down the alley in back of the motel.

SUDDENLY a FIGURE looms up out of the darkness beside him!

Challis jumps back, startled. He drops the bottle, but it doesn't break.

STARKER

Ho, mister! Didn't mean to scare you. I just saw that bottle of your'n and thought it looked pretty heavy.

Challis picks up the bottle and says nothing.

STARKER

(continuing)

I ain't got no diseases, and I wager I keep myself as clean as you do. How about a drink?

Challis hands over the bottle. Starker leans into it, taking a good long pull. His face catches the light.

It is an old face somehow, even though the man couldn't be more than forty. STARKER wears a brimmed hat and a ragged sports jacket. He is the local bum.

(CONTINUED)

92 CONTINUED:

92

STARKER

(continuing)

Mmmmm! God damn. Thank you.

He hands the bottle back. Starts to move on.

CHALLIS

Hey. You know anything about this big wheel named Cochran?

STARKER

(snorting)

Huh! Do I know anything?

(dripping sarcasm)

Why he made Santa Mira what it is today...a dried-up little pile of nothing! Used to be a pretty nice spot. Good people. Not any more. He bought 'em all. Every one of 'em. Except me. I didn't have anything to sell.

(a pause)

I tried to get a job in his place. Let me tell you something. He brought in every damn one of them factory people from the outside. You think he'd hire me? Local boy? No way. Turned me down flat. So I make my money the hard way. You don't have a dollar you could spare, do you?

Challis searches his pocket, finds a dollar. Starker takes it, borrows the bottle again.

STARKER

(continuing; another slug)

Mmm! God damn. Thank you.

(handing the bottle back)

All I can tell you mister, is watch out. Seen the TV cameras yet? He's watching you, friend, I guarantee you that.

(suddenly shouting)

HEY COCHRAN! FUCK YOU!

CHALLIS

Take it easy--

Starker staggers a step or two.

(CONTINUED)

92 CONTINUED: (2)

92

STARKER

It's all right. Don't matter to me.  
He's probably listening. And if he  
is, I got one thing to say: This is  
the last Halloween for that lousy  
factory of his. They're pulling  
some wild shit in there, I've heard  
rumors...

(wandering away)

...this year I'm gon' get me about  
a case and a half of molotov cock-  
tails, mister...burn that sumbitch  
right down...last Halloween for them...

Challis watches the man wander off down the alley.  
He moves off the other way.

CUT TO:

93 INT. THE MOTEL ROOM - NIGHT

93

Challis knocks, comes in. The light is low, romantic;  
Ellie is brushing her hair by the heater, still draped  
in the bedspread. A small portable radio is playing.

Challis has found some ice outside. He sets every-  
thing down, makes himself a drink while he watches  
Ellie.

She brushes her hair and watches him back.

94 EXT. RAILROAD TRESTLE - NIGHT

94

Starker comes along, whistling. The trestle is  
thirty feet high. Its dark timbers cut zig-zag  
patterns in the night sky.

95 NEW ANGLE

95

Through the timbers, on Starker walking, whistling.

96 CLOSER ANGLE

96

Starker stumbles, walks on.

97 CLOSEST ANGLE

97

Starker approaches CAMERA. Suddenly a harsh bright light bathes his face!

STARKER

Huh?

98 STARKER'S MIDSECTION

98

Two black-gloved hands appear from behind and clamp Starker's arms to his sides. WHAP-WHAP!

99 FLASHLIGHT/STARKER'S FACE

99

A powerful flashlight is shoved up close to Starker's face. It is held by a black-gloved hand. Scrutinizing.

STARKER

(suddenly sober)

Hey fellas, I was just kidding! You know that, don't you? Kidding!

100 HIGH ANGLE - ON STARKER

100

WHAM! He is forced suddenly to his knees by the man in back.

The man in front drops the flashlight into the weeds. These men, seen dimly, are wearing neat gray suits. Like the other assassin.

101 INT. MOTEL - NIGHT

101

High angle looking down onto the bed. Ellie reclines languidly into frame, letting the bedspread fall away.

Challis follows, head and hand on her stomach. Kissing.

The radio music is perfect...

102 BACK TO STARKER (FLASHLIGHT ON THE GROUND)

102

A closeup. The black gloves reach in and grab him firmly around each ear. The hands begin to tug. Starker's neck begins to stretch!

Starker tries to scream!

103 MOTEL

103

Ellie and Challis making love.

104 WIDE ANGLE - THE RAILROAD TRESTLE

104

Backlit by the flashlight, the three figures are nothing more than abstract silhouettes as...

The man in front gives a sudden heave and pulls Starker's head off.

DISSOLVE TO:

105 INT. MOTEL ROOM - LATER

105

Dark and quiet now. Challis and Ellie lying quietly in each other's arms. Radio playing softly.

DOLLY IN. Then...the commercial comes on: "TWO MORE DAYS TO HALLOWEEN, HALLOWEEN, HALLOWEEN--"

It's too absurd. Laughing in disbelief, Challis snakes out his hand and shuts it off.

ELLIE

(lazily)

It's late...

CHALLIS

It's early, you mean. Get some sleep.

ELLIE

Hey.

CHALLIS

Yeah?

ELLIE

I wouldn't have tried all this if you hadn't come along.

(a pause)

Thanks.

They kiss and settle in for sleep.

DISSOLVE TO:



106 INT. MOTEL - MORNING - DIFFERENT ANGLE

106

Challis is sprawled across the bed, his arms dangling to the floor. Ellie wakes up frowning. She looks at her watch on the night table.

ELLIE

Damn!

(holding her nose,  
talking announcerese)

Calling Dr. Challis...calling Dr.  
Challis...

(sees him stirring)

It's already past noon.

CHALLIS

The doctor isn't in right now...

ELLIE

(kissing his ear)

No?

He opens one eye and wraps his free arm around her.  
She smiles and rolls against him.

CUT TO:

107 EXT. FACTORY LOADING DOCK - DAY

107

(CLOSEUP - SILVER SHAMROCK CLOCK)

3:30 on the clock. Ellie's car pulls up and our two  
get out, still looking sleepy.

108 EXT. FACTORY - DAY

108

Challis and Ellie walk up to a door marked "OFFICE."  
They go inside.

109 INT. FACTORY OFFICES

109

Our two go down a short hallway and into a neutral  
office area. On the far wall is a large Silver  
Shamrock logo. Above it hangs a photo-portrait of  
a silver-haired, fatherly-looking gentleman (COCHRAN).

A broad counter divides the receiving area from the  
office area, where a handful of OFFICE WORKERS go  
about their business.

(CONTINUED)

109 CONTINUED:

109

A WOMAN is at the counter, heatedly talking to the HEAD SECRETARY. MARGE GUTTMAN is in her thirties; a little brassy, a wide, quick smile. She isn't smiling right now.

MARGE

--well I just don't see any excuse for it! I called my order in day before yesterday! They said it would be ready!

SECRETARY

Madam, please calm down--

MARGE

I've got a business to run! If you think I'm going to stay here tonight just because somebody shuffled the wrong papers then you got another think coming, sister!

SECRETARY

I assure you we're doing what we can--

MARGE

Well try to do it just a little bit faster, all right?

The secretary turns to Ellie and Challis. A rosy smile pops onto her face.

Marge scowls and lights up a cigarette, puffing at it furiously.

SECRETARY

May I help you?

ELLIE

Yes. I--my father put in an order last week. Something's gone wrong. We never received it.

SECRETARY

What firm do you represent?

ELLIE

Grimbridge's, Sierra Madre.

(CONTINUED)

109 CONTINUED: (2)

109

SECRETARY

Just a moment.

The secretary moves off toward a bank of file cabinets.

MARGE

(to Ellie)

Good luck. Their masks may be fabulous, but they're not too swift up here.

(tapping her temple)

I'm going to have to stay here tonight, I just know it. In that cruddy motel. It's the only place within fifty miles.

The secretary returns with a yellow form.

SECRETARY

There must be some mistake, dear. Our records show that Mr. Grimbridge himself picked that order up on the 21st. Here's his signature...

Ellie scans the slip.

ELLIE

Well. Er--thank you. Do you--remember that transaction?

SECRETARY

As a matter of fact, I do! He was in a hurry, like--

(a glance at Marge)

--like everyone else, this time of year. I believe Red helped him load his car.

ELLIE

Red?

SECRETARY

Yes. Would you like to speak with him?

She hits a button on the counter. Immediately, too immediately, a RED-HEADED MAN comes through a door in back.

(CONTINUED)

109 CONTINUED: (3)

109

SECRETARY

(continuing)

Red, these people lost an order.  
Did you load this one?

RED

(scanning the sheet)

Sure did. Last week. Man in an  
old green station wagon.

ELLIE

That's right! Did he say where  
he was going?

RED

No ma'am. He headed out to the  
north, though...I remember that.

ELLIE

(disappointed)

Thank you.

She turns away.

SECRETARY

Are you going to make another order,  
ma'am?

ELLIE

No.

(to Challis)

Let's go.

There is a commotion in the hallway. Buddy, Betty  
and Li'l Buddy Kupfer burst in. They are dressed  
in their Sunday best. Buddy wears a smile as big  
as Texas.

BUDDY

Well! How you doin'?

(to secretary)

Buddy Kupfer and family...

(proudly)

--here to see Mr. Cochran.

SECRETARY

(beaming)

Yes, Mr. Kupfer! Welcome! I'll  
tell Mr. Cochran you're here!

(CONTINUED)

109 CONTINUED: (4)

109

MARGE

Tell him I'm here too, lady!  
Tell him I'd like some service!

The secretary moves off.

LI'L BUDDY

Whenna we get to see 'em makin'  
the masks?

BUDDY

Real soon, little Buddy, real soon.

BETTY

I'm hungry...

ELLIE

(to Challis)

I've had enough. Let's get out of  
here.

CHALLIS

Wait a minute...

There is a stir at the back of the office. The typewriters fall silent. A door opens and in walks CONAL COCHRAN, an incredibly kind looking gentleman in a blue suit, white shirt and red tie. He is followed closely by TWO YOUNG IRISHMEN with rather blank faces, also in suits, these of gray.

The effect is of legitimate, wealthy, corporate power. But the gray suits are familiar. Last night. Starker's killers!

Cochran moves easily through the office and up to the front counter. His voice has an Irish lilt to it.

COCHRAN

So this is Buddy Kupfer, and his lovely family!

(to the room)

My friends, Mr. Kupfer has sold more Silver Shamrock masks this year by far, than anyone else on earth!

The office workers break into applause. Cochran reaches out for Buddy's hand. Buddy is speechless,

(CONTINUED)

109 CONTINUED: (5)

109

in total awe of Cochran, button-burstingly proud.  
Betty beams; Li'l Buddy picks his nose.

COCHRAN

(continuing)

Silver Shamrock likes to do a little something special for its champion salesman each year, and that's why you've been invited here. I hope your stay is a merry one, so I do!

BUDDY

(moved)

Thank you! Thank you sir!

Again, the applause. Ellie and Challis exchange glances. It's a little bit strange. Cochran suddenly fastens his gaze on them, and on Marge.

COCHRAN

And to my other friends, Ms. Guttman, correct?--

He goes to Marge, kisses her hand; she is instantly won over. He turns to Ellie and Challis.

COCHRAN

(continuing)

--and Mr. and Mrs.--

CHALLIS

Smith.

COCHRAN

(amused)

Smith; of course---my apologies for the confusion and the delays. I know you understand.

(an emphatic nod  
from Marge)

It's the season, isn't it? But since you've lost time, and probably money through no fault of your own, I want you to know that you may take delivery of your full orders absolutely free of charge. It's on me.

Marge gasps. The office-workers applaud again.

(CONTINUED)

109 CONTINUED: (6)

109

BUDDY

(reverently; to Betty)  
Is he incredible, or what?

COCHRAN

And now, Mr. Kupfer, a guided tour  
for you and your family. And of  
course, our other friends--  
(a sweeping gesture  
toward Marge, Ellie and  
Challis)  
--with your permission.

BUDDY

Oh, of course! By all means!

COCHRAN

Shall we?

One of the Graysuits holds open a door in the counter.  
One by one, the procession files through the office,  
past the beaming workers and through the door in back.  
Ellie and Challis fall in and follow.

110 INT. THE MASK-WORKS - DAY

110

Looking down a long, spacious room, SEE dozens of  
male and female MASKWORKERS standing at long tables,  
making the three Silver Shamrock masks: WITCH, SKULL  
and JACK-O-LANTERN.

The place is strangely quiet; just the dull presence  
of a large room. Its light is constant; day or night.

Our group enters through a door at one end. Little  
Buddy is first; he runs ahead.

111 NEW ANGLE

111

Cochran takes the lead, talking easily, enjoying  
himself.

COCHRAN

--the latex is heated and poured,  
then allowed to cool in the mold.  
Excess poured off, then it's just  
a lot of details, painting and  
packaging...

112 MONTAGE

112

The process of maskmaking is illustrated by a series of shots: Heating, pouring, cooling, trimming, painting--

Cochran leads everyone through a small door at the other end of the factory.

113 OMITTED

113

114 INT. COCHRAN'S PRIVATE QUARTERS (THE DISPLAY ROOM)

114

Very low light. A series of display cases. A wall full of monster masks. A door marked "PRIVATE".

Little Buddy darts through, ahead of the others. He gives everything a quick look, then moves on ahead, playing with his computer game.

The others enter and spread out, as if at a museum. Here, a cluster of wonderful looking mechanical toys. There, a display case full of gag novelties.

Buddy and Challis find themselves grouped together.

BUDDY

Oh, wow...this is it. This is really it. Hall of Fame time...

CHALLIS

What's famous?

BUDDY

You really don't know? Conal Cochran? The all-time genius of the practical joke? He invented sticky toilet paper!

CHALLIS

Oh.

BUDDY

You must know the Dead Dwarf gag. The Soft Chainsaw? All his!

CHALLIS

(phony reverence)  
Gee, I didn't know...

(CONTINUED)



114 CONTINUED:

114

BUDDY

He manufactured the best boomer cushion in the business. It made a great sound--

(makes Bronx cheer)

--really loud and convincing. The man has always paid attention to detail. Mechanical toys, masks...

(going to a mask)

Look at that paint job. Boy, I'm glad little Buddy's getting a chance to see these--

(braying)

LITTLE BUDDY!!! BE SURE AND LOOK AT THIS STUFF!!! S'EDUCATIONAL...

(to Challis)

It's a real shame Mr. Cochran doesn't make this stuff anymore, but it wasn't paying off. Took a lot of guts for him to cut his losses and find something with some profit in it.

CHALLIS

The masks?

BUDDY

You bet. The Big Halloween Three. Restrict the choices, lower the price, go for quality, simplify. Saturation advertising. Our ad is on every major radio and TV station in the country! It's incredible!

CHALLIS

Yeah. It is.

BUDDY

You know what? By Halloween night, there'll be fifty million Silver Shamrock masks on fifty million heads out there. That's---

(groping)

that's unprecedented! Great to be on a winning team, isn't it?

(CONTINUED)

114 CONTINUED (2):

114

CHALLIS  
(uneasily)

Yeah.

They follow the others through another doorway.

114A INT. COCHRAN'S PRIVATE QUARTERS (THE MAIN ROOM)

114A

Challis and Buddy come around a corner into a spacious receiving room. They stop and look. PAN AROUND.

The beaming office workers have gathered here along with Cochran Marge and the others. A large cake and a punch bowl sit waiting. Decorations hang from the ceiling.

Cochran holds a large ceremonial plaque out to Buddy.

COCHRAN  
Buddy Kupfer, it is my pleasure to present you with this year's Silver Shamrock Halloween Sales Award. Congratulations.

Buddy steps forward, speechless. The office workers applaud. Betty beams. Li'l Buddy picks his nose.

Ellie backs toward the Display Room.

114B INT. DISPLAY ROOM

114B

Ellie comes in. The room is empty. She moves quickly over to a door marked "PRIVATE". She opens it.

A Graysuit is standing there. Looking at her.

ELLIE  
Whoops. My mistake...

She closes the door again. Another Darksuit separates himself from the shadows at the other end of the room.

ELLIE  
(continuing)  
Have a nice day...

She heads back toward the Main Room.

114C MAIN ROOM

114C

The office workers are making merry. Buddy is shaking Cochran's hand.

Betty fishes in her purse and comes up with a camera. She hands it to a Graysuit, who obligingly snaps a picture.

COCHRAN

Oh! And one more thing...  
(taking an envelope  
from his coat)

A small token of my appreciation.

He hands the envelope to Buddy. There is a game-show sort of atmosphere prevalent as Buddy opens the envelope and gasps at what he sees. A check.

BUDDY

Five thousand dollars!

BETTY

Oh my God...

Betty throws her arms around Cochran's neck. More applause from the office-workers. Marge joins in. Challis and Ellie stand awkwardly to one side, staring at the spectacle, trading mystified glances.

CUT TO:

115 INT. THE BOXING AREA - DAY

115

It is a spacious area where a few MASKWORKERS stand, packing the masks in cardboard boxes.

Our group enters and passes through. Cochran is the center of the Kupfer family's attention: Li'l Buddy rides Cochran piggy-back. Buddy and Betty walk arm in arm, smiling beatifically.

LI'L BUDDY

I want a mask! Can I have a mask?

COCHRAN

Just what I had in mind for you,  
my young friend--

LI'L BUDDY

(pointing)  
I want that one!

(CONTINUED)

115 CONTINUED:

115

COCHRAN

(laughing)

Oh, no no no no no! These masks  
haven't been through final pro-  
cessing! This way...

He moves off.

BUDDY

What's final processing?

Everyone follows.

116 EXT. FACTORY YARD - DAY

116

There is a maze of activity here: YARDMEN and DRIVERS  
scurry about, moving case after case of masks onto  
pallettes, onto trucks, onto conveyors, onto fork  
lifts. Loaded trucks pull out of the yard, bound for  
the outside world.

116A LOADING DOCK

116A

Cochran and the others come out onto the platform.  
They are surrounded by activity. A truck is loaded.  
It pulls away.

Boxes are stacked everywhere. Cochran nods at one  
of the Graysuits, who walks over to a stack of boxes  
outside a set of double doors marked NO ADMITTANCE.

There is something about the door, the entranceway,  
that seems sinister, forbidding.

The Graysuit picks up one of the boxes here and tears  
it open. Cochran, Li'l Buddy and Buddy come over.  
The Graysuit hands a Jack-o-lantern mask to Cochran.  
Buddy points at the double doors.

BUDDY

This final processing, Mr. Cochran--  
what is it?

COCHRAN

Oh, a bit o' this and a bit  
o' that...quality inspection,  
the seal of approval...

(CONTINUED)

116A CONTINUED:

116A

He shows Buddy the round Silver Shamrock seal on the mask. Then Cochran turns to Little Buddy.

116B LI'L BUDDY/COCHRAN

116B

In sharp foreground SEE the back of the mask as Cochran pulls it onto the boy's head.

The seal is clearly visible now, in its place at the base of the neck-flap.

Cochran surveys Li'l Buddy with delight. The old man claps his hands like a child. Li'l Buddy runs around 'scaring' people. Buddy points at the door again.

BUDDY

(to Cochran)

So can we take a look?

COCHRAN

I'm sorry. Part of the inspection process involved highly volatile chemicals. I'd hate to put anyone in danger.

BUDDY

Oh sure. I understand.

COCHRAN

I do hope you and your family will join me tomorrow for breakfast. We'd like your opinion on some of our sales material.

BUDDY

My opinion?

(flattered)

Sure! Any time!

117 NEW ANGLE

117

Challis is off to himself, looking the operation over.

(CONTINUED)

117 CONTINUED:

117

Ellie and Marge have paired off to one side, watching in the distance as Cochran makes some point to the others.

MARGE

What a character. Did you know he's supposedly one of the richest men in the country? And he got there selling cheap gags and halloween masks...there's hope for me. I also heard that he lives here. Right in the factory.

ELLIE

How strange. What--

Something catches Ellie's eye.

118 ELLIE'S POV

118

A forklift is driving into a dark garage. As the door is sliding shut, SEE just a glimpse of a green station wagon...

119 BACK TO SCENE

119

Ellie's eyes widen.

ELLIE

That was my father's--

MARGE

Huh?

ELLIE

My God.

She starts running toward the garage.

120 ON COCHRAN

120

Cochran sees her first. He tilts his eyebrows and the Graysuits run after her.

121 THE OTHERS

121

Challis, the others see her running. Confusion.

122 THE GARAGE

122

Ellie is nearly there when the Graysuits catch up with her. They grab her firmly but politely.

ELLIE

The car, dammit! The car is--

She stops, checking herself.

123 BACK TO COCHRAN

123

He eyes her with new interest.

124 BACK TO ELLIE

124

She stops fighting. Behind her, workmen busy themselves locking the garage.

One of the Graysuits points apologetically to a large sign above the garage door: "STRICTLY NO ADMITTANCE."

Ellie composes herself and walks away from the garage, back to Challis.

CUT TO:

125 EXT. MOTEL - SUNSET TO DARKNESS

125

The sun drops into the distant ocean, bathing the motel roof in brilliant orange FOR a moment, then darkness.

126 INT. MOTEL ROOM

126

Challis is pacing. Ellie is perched on the bed, visibly upset.

ELLIE

I saw it. I know I saw it.

CHALLIS

Then I think it's time for the Marines.

ELLIE

I'm scared. I think we should leave.

(CONTINUED)

126 CONTINUED:

126

CHALLIS

All right. I've got no objections to that. Let me go call the Sheriff back home first. He can put us on the right track. This place falls under somebody's jurisdiction--

ELLIE

Hurry...

Challis goes out the door. Ellie follows.

127 EXT. MOTEL - NIGHT

127

Challis hurries to the office. Ellie lingers near her car.

MARGE

(off-screen)

Mrs. Smith? Mrs. Smith!

Ellie remembers her alias and spins around. Marge is standing in the doorway of another room. Ellie comes over.

MARGE

(continuing)

I just had to talk to somebody.  
May I show you something?

She leads Ellie inside.

128 INT. MARGE'S ROOM - NIGHT

128

Like the other motel room, only a different color. Marge holds up a disfigured witch-mask.

MARGE

I sat this on the radiator. Dumb thing to do. It ruined the mask-- but then this little logo thing, the Silver Shamrock trademark, you know, it came off in my hand. And there's something very strange about it...

She holds it under the desk-light, the only light source in the room.



129 INSERT - SILVER SHAMROCK TRADE-SEAL - EXTREME CLOSEUP

129

The front of the seal. Then Marge's hands turn it over. On the back, planted dead center, is a micro-chip, visibly complex and colorful.

MARGE

(continuing)

Know anything about electronics?

ELLIE

No.

Marge seats herself at the desk.

MARGE

Well, all I know is, this thing is incredibly complex and sophisticated. What I don't know is, what does it do? What is it for? And why is there one on each and every Halloween mask?

(gesturing at a pile  
of masks on the bed)

I don't get it...

Ellie fights off a wave of dread and fear.

ELLIE

Perhaps my--husband might know more about this. I'll get him.

MARGE

Great. And see if you can round up some batteries. These are too weak.

She holds up her transistor radio. She has pulled the batteries out of it and stacked them on the desk.

ELLIE

Batteries?

MARGE

Hell, I don't know what I'm doing. Thought maybe I could get it to play, or light up, or whatever it's supposed to do--

ELLIE

Marge, be careful.

(CONTINUED)

129 CONTINUED:

129

MARGE

Oh, believe me, it's probably some stupid mixup. I told you before, at the lower levels of that organization, they're just out to lunch.

ELLIE

I'll be right back.

Ellie hurries out. Marge turns to the trade-seals...

130 INT. MOTEL OFFICE - NIGHT

130

Challis is on the telephone, grimacing.

CHALLIS

Well try again! Thank you.

Ellie comes in.

ELLIE

Any luck?

CHALLIS

Not so far--wait a minute--

(a beat)

Hello, Sheriff? Dr. John Challis.

Yes. We've got something here...

131 MARGE'S ROOM

131

Marge puts on her reading glasses, studies the trade-seals, picks up the battery...

Suddenly pulls a hairpin from her hair. She begins to bend and twist it against the batteries.

132 BACK TO MOTEL OFFICE

132

CHALLIS

(into phone)

All right. We'll do that. Thanks. After we get to Leytonville. Right. Anything else?

133 MARGE

133

Marge bites her lip in fierce concentration. Hairpins, battery terminals; the trade-seal slips from her fingers.

MARGE

Damn!

She tries again, blinking fiercely to clear her vision.

134 INSERT - MARGE'S HANDS (SFX)

134

Marge's hands push the battery-charged hairpin against the trade-seal.

There is a tiny sound and a tiny spark.

135 CLOSEUP - MARGE (SFX; OPTICAL)

135

A small, brilliant light emanates from the trade-seal.

Suddenly a blinding streak sears from the seal directly into Marge's forehead!!!

136 MOTEL OFFICE

136

Challis hangs up the phone.

CHALLIS

Odd...

ELLIE

What?

CHALLIS

He said there was a mixup of some kind. The body of that man who burned up in the parking lot... They examined the wrong specimen. Got him mixed up with the dashboard or something--all they had was a big pile of silicone.

ELLIE

Can this wait? What did he say about the police?

(CONTINUED)

136 CONTINUED:

136

CHALLIS

He said to get the hell out and  
phone it in from Leytonville.

ELLIE

I think we should tell Marge. She's  
uncovered some kind of microchip on  
every mask. It's the strangest  
thing...

They go out.

137 EXT. MARGE'S DOOR - NIGHT

137

Marge's door is slightly ajar. There is a strange  
sound coming from within, a faraway, barely-human  
wail...

Our two come across the parking lot on the run,  
Ellie in the lead. She pauses at the door.

ELLIE

Marge?

They go inside.

138 INT. MARGE'S ROOM - NIGHT

138

Sitting in the chair by the desk is a living horror  
that was formerly Marge. The desk lamp lies on the  
floor, overturned in the first convulsions.

Her eyeballs are the color of blood, the pupils gone.  
Her mouth is wide open, distended forward and torn  
ragged by the blasting exhalation that has actually  
snapped off teeth and rendered lips into streaming  
filaments. And from this opening comes the steady,  
subhuman shriek...

Tiny rivulets of blood seep from her pores; she is  
still wearing her glasses. The frame has melted  
from intense heat. They droop on what is left of  
her nose.

There is no intake of breath, just the dreadful  
exhaust-roar of her tattered voice. On and on and  
on...

(CONTINUED)

138 CONTINUED:

138

For moments, Challis and Ellie can only stare in horror.

Ellie's hands fly up to her own face, pulling at her skin.

ELLIE  
Dear God, dear God...

139 EXT. MOTEL - NIGHT

139

Challis races out of Marge's room. CAMERA PANAGLIDES WITH HIM along the darkened motel rooms.

He stops at Buddy's door. Knocks.

CHALLIS  
Buddy!

No answer. Challis quickly moves on. Up to the office door. He bangs on it furiously. And glances over his shoulder.

140 POV - THE FACTORY

140

Across the street, the factory. Lights on.

141 EXT. MOTEL OFFICE

141

Rafferty opens the door. Looks out at Challis.

CHALLIS  
Get an ambulance.

RAFFERTY  
What...?

CHALLIS  
There's a woman down there--she's had some kind of...seizure or something...

RAFFERTY  
Seizure?

(CONTINUED)

141 CONTINUED:

141

CHALLIS

She's been-- For God's sake, man--

RAFFERTY

Bad, is she?

CHALLIS

Just get help!

Challis starts back toward Marge's room.

RAFFERTY

There's no hospital.

CHALLIS

What? There must be!

RAFFERTY

Only the clinic, that's all. Over in White Springs. About fifteen miles. That's all there is--

CHALLIS

Call them!

142 INT. MARGE'S ROOM

142

Ellie stands near Marge. Staring at her.

The fierce hissing wail has died away, as if Marge's condition has gone into a secondary phase. Her body is still racked with a steady shuddering but it is less violent. Faint, formless croaks come from her throat.

143 CLOSE ON ELLIE

143

Staring.

144 ELLIE'S POV - MARGE

144

Something moves at Marge's mouth.

Two small, arachnid-like legs push their way out through Marge's lips.

145 ON ELLIE 145  
Speechless. Horrified.

146 CLOSE ON MARGE 146  
A small, glistening spider crawls out of Marge's mouth!

147 ON ELLIE 147  
She turns and bolts for the door.

148 EXT. MOTEL 148  
Ellie slams directly into Challis outside the door.

ELLIE  
John...Look at her mouth!  
Rafferty ambles up. They look in the door.

149 POV - MARGE'S ROOM - MARGE IN CHAIR 149  
Marge sits motionless now. Looking dead. The spider is gone from her ruined lips.

150 EXT. MOTEL 150  
Rafferty peers in at Marge. And reacts, but not quite as sharply as we might expect.

RAFFERTY  
Whatever did it? Burns? It must have been burns--

CHALLIS  
Have you ever seen anything like this before?

RAFFERTY  
A couple. From the factory. They said it was chemical poisoning...

ELLIE  
No, no...This thing came out of her mouth...

(CONTINUED)

150 CONTINUED:

150

Rafferty looks around.

RAFFERTY

Not to worry. They're already coming.

Challis and Ellie turn.

151 POV - THE FACTORY

151

Several cars emerge from the factory. They move quickly toward the motel.

152 EXT. MOTEL

152

RAFFERTY

They'll take care of her. Better than bouncin' her all over the countryside...

CHALLIS

Are you going to call that ambulance?

RAFFERTY

I'm telling you, she'll be in better hands...

CHALLIS

Then I'll do it.

RAFFERTY

(shrugs)

Phone's in the office.

CHALLIS

(to Ellie)

Get your things. Quick.

Challis and Ellie move off. Leaving Rafferty by Marge's door.

RAFFERTY

It's a company town. They provide everything...



153 INT. MOTEL OFFICE

153

Challis strides into the dark room. Up to the phone on the counter. A TV set is on in the darkness. A Silver Shamrock commercial is on. The dancing masked figures.

JINGLE SINGERS

(V.O.)

TWO MORE DAYS TO HALLOWEEN  
TWO MORE DAYS, TWO MORE DAYS  
KEEP YOUR EYES ON THE TV SCREEN...

Challis picks up the phone and dials. Behind him in the b.g. we see the cars from the factory pull into the motel parking lot.

CHALLIS

(into phone)

Operator, this is an emergency.

A CLICK on the line.

RECORDED TELEPHONE VOICE

(over telephone)

I'm sorry, but we cannot complete your call as dialed. Please hang up and dial again. This is a recording.

Challis punches the cradle. Dials again. The lights from the factory cars swish through the office windows.

RECORDED TELEPHONE VOICE

(over telephone)

I'm sorry, but we cannot complete your call...

Challis slams down the phone.

154 CHALLIS' POV - A JACK-O-LANTERN MASK

154

In the darkness of the room, a JACK-O-LANTERN mask lies on a chair. Challis' hand reaches in and grabs it.

155 EXT. MOTEL

155

Challis steps out of the office. Walks quickly down toward Marge's room.

(CONTINUED)

155 CONTINUED:

155

Several cars have pulled in. GRAYSUITS and TECHNICIANS get out and converge around Marge's room. (We will see more of the Technicians later. They are dressed somewhat like doctors.)

Rafferty points inside Marge's room.

156 INT. CHALLIS' ROOM

156

Ellie is throwing things into her suitcase. She's crying. Terrified.

CHALLIS

Forget it. Just bring the car keys.

157 EXT. MOTEL

157

Challis moves from his room down to Marge's room. Several Technicians carry Marge out of her room on a stretcher. They move her quickly into a dark van.

The van pulls away from the motel just as the long Cadillac silently pulls in. Cochran gets out. One of the Graysuits comes over.

GRAYSUIT

(softly)

We had a misfire.

Cochran nods to him, then moves to Challis.

COCHRAN

Evening, Mister Smith. I'm sure everything will be fine. Sorry for any alarm this may have--

CHALLIS

What is this?

Challis holds up the Jack-O-Lantern mask. Points to the Silver Shamrock seal on the back.

COCHRAN

(smiling)

The seal of approval. Weren't you listening today?

(CONTINUED)

157 CONTINUED:

157

CHALLIS

It's full of micro-electronics.  
And somehow it kills, doesn't it?

COCHRAN

Mister Smith...

CHALLIS

It blew up in Marge's face...  
went off, did whatever it does.  
But you've seen what it can do  
before, haven't you?

Challis tosses the mask at Cochran. It slaps against  
his leg and drops to the ground. Cochran smiles a  
benevolent, innocent smile.

COCHRAN

Mister Smith, you've been under  
some strain, I can see that. Now  
if you'll come with me to the  
factory, I'll show you the entire  
process. I think you'll see--

CHALLIS

You're putting these things in  
the hands of children! Why?

COCHRAN

I'll show you.

Challis backs away.

CHALLIS

No thanks. Not until I get a  
few people I know to come with  
me.

Challis starts back toward his room.

COCHRAN

Have it your own way, Mister  
Smith. And it looks as though  
you will.

CHALLIS

(over his shoulder)  
And the name is Challis.

(CONTINUED)

157 CONTINUED:

157

COCHRAN

Oh. I quite liked Smith. What  
a pity...

Cocran walks back to the Cadillac and gets in. The  
Graysuits and Technicians move to their cars. Rafferty  
slips away. The cars begin to pull out. Two cars  
lag behind.

158 INT. CHALLIS' MOTEL ROOM

158

Challis steps in. Ellie is gone. The room is empty.  
The suitcase is still on the bed.

CHALLIS

Ellie?

Silence. Challis moves to the bathroom and peers  
inside. Empty.

CHALLIS

Ellie!

159 EXT. FACTORY - NIGHT

159

We can just make out Ellie in one of the cars that  
glides back into the factory. She is jammed in the  
back with two factory men.

160 EXT. MOTEL - CHALLIS' DOOR

160

Challis rushes out of the door.

And stops.

161 CHALLIS' POV - GRAYSUITS

161

Lined up outside the room. SIX GRAYSUITS. Gaunt,  
Irish faces. Staring at Challis.

One Graysuit, (THE ASSASSIN, we'll call him) stands  
forward of the other men. He is towering, granite-  
faced. His eyes are cold, steel gray.

162 INT. CHALLIS' ROOM 162

Challis backs inside.

Quickly shuts the door. Locks it.

Then he turns and races into the bathroom.

163 INT. BATHROOM 163

Challis slams the door behind him.

And moves for the small window above the bathtub.

164 INT. CHALLIS' ROOM 164

The front door BLASTS IN off its hinges.

The Graysuits rush into the room.

165 EXT. REAR OF MOTEL 165

Challis squeezes out of the small bathroom window and plops down to the ground.

He gets up immediately and begins to run. CAMERA GLIDES WITH HIM.

Along the dark, muddy alley behind the motel.

Around the back of the gas station.

Challis races along.

166 CHALLIS' POV - MOVING SHOT - STREET 166

Factory cars zip along the street toward the motel.

- 167     ANGLE ON CHALLIS     (PANAGLIDE)     167  
          Down another alley.  
          Running with all his might.
- 168     CHALLIS' POV - MOVING SHOT - END OF ALLEY     168  
          CAMERA HURTLES ALONG.  
          Ahead, at the end of the alley, several factory cars  
          pull up, blocking off Challis' escape.
- 169     EXT. MAIN STREET - STORES     (PANAGLIDE)     169  
          Challis dashes out of the alley and runs along the  
          main street. CAMERA FRANTICALLY CAREENS ALONG WITH  
          HIM.
- 170     CLOSE ON REMOTE TV CAMERA     170  
          The TV camera moves slowly on a servo, following  
          Challis.
- 171     CLOSE ON TV SCREEN - INFRA-RED IMAGE     171  
          The infra-red image from the TV camera: Challis  
          runs down the street into darkness.
- 172     INT. FACTORY - CORRIDOR - NIGHT     172  
          Ellie is being led along by several factory men.
- 173     EXT. MAIN STREET - NIGHT     173  
          Factory cars BLAST around the corner. Searching  
          for Challis.
- 174     ANGLE ON STORES     174  
          Several SANTA MIRA RESIDENTS stand in front of their  
          stores. Watching the cars ROAR by. Staring after  
          them. Emotionless.

175 INT. CHALLIS HOUSE - BEDROOM - NIGHT

175

Linda Challis is fast asleep. The phone RINGS on the table beside her. She starts confusedly in the double-bed she now occupies alone.

LINDA  
(into phone)  
Yes...? Who the...John!  
(sitting up)  
What do you want? Is this some  
kind of--?

She listens with increasing amazement.

LINDA  
(continuing)  
You're drunk! I know you, John!  
You've been drinking all night  
and you...

She listens again. Frowning. Shaking her head.

LINDA  
(continuing)  
The Halloween masks? The ones I  
bought? You want me to--what?

Linda explodes.

LINDA  
(continuing)  
Mommie gives them the masks, and  
Daddy tries to take them away.  
It's just the same old crap!  
You're jealous because you know  
the children love me more than  
they love you-- You just go to  
hell!

She SLAMS the phone down. Then, so as not to be disturbed again, she takes it off the hook.

She looks up. Willie, wearing his SKULL mask as well as his pajamas, has come into the doorway.

WILLIE  
Who was that?

LINDA  
Nobody, sweetheart...

176 EXT. PHONE BOOTH - NIGHT

176

Challis frantically dials again. A busy signal.

He hangs up, reaches in his pocket for more change, plunks it in and dials another number.

Car headlights flash across the phone booth.

Challis turns.

177 POV FROM PHONE BOOTH

177

Two factory cars move ominously up the road.

178 ON CHALLIS

178

Challis quickly ducks out of the phone booth and runs into the darkness of the houses along the road.

The factory cars SCREECH to a stop at the phone booth.

Factory men get out. Stare up the street.

179 POV - ROAD

179

Challis is gone into the night.

180 EXT. FACTORY - NIGHT

180

The factory looms in the b.g.

IN CLOSE F.G. is another remote TV camera. It pans slowly around, searching the night with its blank, infra-red eye.

WE BOOM DOWN TO REVEAL CHALLIS hiding directly underneath the TV camera, out of sight of the lens.

As the TV camera pans away from him, Challis runs quickly into the shadows of the factory wall. The infra-red eye has not seen him.

181 CLOSE ON FACTORY WALL

181

Challis' face emerges from the shadows for a moment. In the b.g. more factory cars race around the streets.



181A NEW ANGLE

181A

Challis hoists himself over the chain-link fence. He drops into shadow just as a factory car streaks past.

He hurries along the factory wall. DOLLY with him, past rows and rows of high windows, past heavily bolted doors. Up ahead, SEE one of the windows. Open. Just a crack. Challis tiptoes to it, climbs up and slithers inside.

181B INT. FACTORY CORRIDOR

181B

Challis slips from the shadows and along the corridor.

182 INT. THE MASK-WORKS - ON CHALLIS

182

Challis peeks from a doorway.

182A CHALLIS' POV

182A

The mask-works. As before. Maskworkers working silently.

182B BACK TO CHALLIS

182B

He fades back into the shadows..

183 INT. COCHRAN'S PRIVATE QUARTERS (THE DISPLAY ROOM)

183

Challis enters stealthily. Light from the display cases throws eery shadows on the wall as he passes.

183A INT. COCHRAN'S QUARTERS (THE MAIN ROOM)

183A

A high angle looking down. Challis enters silently, surveys the empty room, goes back the way he came.

PAN OVER to a remote TV camera stationed nearby, pointed downward, toward Challis.

183B THE DISPLAY ROOM

183B

Now Challis turns to the door marked "PRIVATE" -- the one tried by Ellie earlier. He opens it a crack.

184 INT. COCHRAN'S QUARTERS (WORKSHOP/OFFICE)

184

Cochran looks around. The room is a spacious office, with a huge desk and chair. Beyond this is a large workbench, with tools and equipment of all kinds. We are looking at the workbench of an inventor. Toys, model trains, mechanical parts, masks, musical instruments lie about. Dark and spooky; eccentric.

Challis moves through the place carefully, toward a pool of light around the corner TO SEE:

Another desk. An antique desk lamp. Seated at the desk is an OLD WOMAN. Huddled over a game of solitaire. Her gloved hands flip the cards methodically.

185 ANGLE ON CHALLIS AND OLD WOMAN

185

Challis moves up behind the old woman.

CHALLIS  
Where's the girl?

The old woman ignores him. Flips the cards.

CHALLIS  
(continuing)  
Where is she?

In a burst of anger Challis grabs at her to pull her around, make her listen.

And her arm comes off in his hand!

186 CLOSE ON OLD WOMAN'S SHOULDER

186

The silk of her blouse tears. The whole shoulder joint is exposed. A clockwork joint CLICKS and TICKS inside!

187 ON CHALLIS AND OLD WOMAN

187

Challis stares in horror at the arm he is holding. The fingers are still moving, still trying to flip cards that aren't there!

Now the whole body of the old woman tips sideways. It sways toward him. He grabs it. The other hand is still holding the deck of cards.

She slips from her chair. Challis struggles to get her back into it. Now her head droops at an angle no head should be at. Then the old woman slides to the floor.

Her head comes right off!

And now, with a CLICK, the mechanism ceases to function. The old woman is completely still.

Challis stares in amazement.

WHAM! TWO HANDS grab him from behind and whirl him around!

The cold, emotionless face of the factory assassin stares into his!

Challis SLAMS a fist into the assassin's midsection.

Absolutely no reaction. As if the assassin hasn't felt it.

Then suddenly Challis is hurled across the room. He SMASHES into a bookshelf and flops to the floor.

The factory assassin moves for him.

Challis springs from the floor and tackles the assassin. They go careening around the room, CRASHING into everything, then finally sprawling to the floor.

WHACK! The assassin's hand SNAPS on Challis' face!

Fingers spread! Pressing into Challis' eyes!

Challis grabs the hand viced on his face. But can't pull it off! The fingers close tighter!

Challis raises his hand and plunges it downward!

188 CLOSE ON ASSASSIN'S STOMACH

188

Into the assassin's stomach!

And Challis' hand actually goes in! Through the shirt into the flesh!

Milky silicone sprays out of the stomach! Challis rips his hand out. In his fist is a mass of micro-electronics, wires, chips, all covered with the milky silicone!

189 FULL SHOT

189

Challis pulls himself out of the assassin's grip. He rolls away across the floor.

The assassin remains motionless. Silicone pouring out of his mouth. His arm still in the air. The fingers still pressing inward.

190 CLOSE ON CHALLIS

190

Out of breath. Stares.

For a beat.

Then suddenly HANDS GRAB HIM!

FACTORY GUARDS pour into the office, pile on top of him, hold him down!

191 FULL SHOT

191

Cochran steps into the office. He looks like a host hurt by the unforgivable behavior of a guest. He glances at the immobile assassin, then picks up the old woman's head.

COCHRAN

Clumsy. This was a rare piece.  
German. Made in Munich, 1685.  
I must try to get a replacement.  
My European agent...perhaps...  
    (it is real regret,  
    something short of  
    grief. Now he comes  
    to himself again)  
Mister Challis...It's been such  
a long night for all of us.

191 CONTINUED:

191

Cochran goes to his desk, sets down the head and picks up a black, ornamented box. Gets himself a cigar. He strokes the lid of the box.

COCHRAN

(continuing)

Bog oak. From the bogs of Ireland. Do you smoke?

CHALLIS

(ignoring this)

Where's Ellie?

COCHRAN

Mrs.--'Smith'? Why, I believe she's resting just now.

Challis moves as if to get up. A Graysuit hand slams him back into place.

COCHRAN

(continuing; looking at his watch)

It didn't take you very long to get here, Mister Challis. It will be morning soon. Halloween morning. It's going to be a busy day for me. And for you too. You'll recall I promised to show you everything. I always keep my promises sir, indeed I do...

Cochran smiles his warm, fatherly smile.

CUT TO:

192 EXT. FACTORY YARD - DAWN

192

The sun is coming up. The factory yard looks blue and cold in the morning glow.

All work has stopped in the yard. It looks deserted.

193 LOADING DOCK

193

Challis is escorted outside by two Graysuits, their hands clamped firmly on his arms. Cochran follows.

(CONTINUED)

193 CONTINUED:

193

They cross the platform to the door marked NO ADMITTANCE. Cochran takes a key from his pocket and unlocks the door. They go inside.

194 INT. INNER SANCTUM (ENTRY, HALLWAYS)

194

Old and rickety, like the exterior of the factory. Cochran leads his troupe inside. WE FOLLOW, through a dark hallway and across an anteroom.

Along the walls, standing stiffly, are the Yardmen. Frozen. Immobile. Robots.

COCHRAN

T'would be nice to work them around the clock. But the night air is bad for them...

Cochran reaches the top of a long flight of stairs.

COCHRAN

(continuing)

Machines, Mister Challis. Every one. Except for you and me, of course.

Challis glances at the two Graysuits holding his arms. No reaction from them. Blank. Emotionless.

COCHRAN

(continuing)

But you figured that out last night, didn't you?

He moves down the steps. The Graysuits lead Challis along behind him.

195 INT. HIGH-TECH ELEVATOR

195

A jarring change. Polished metal, modern lighting. Cochran leads the others inside. The doors slide shut.

One of the Darksuits pushes a button.

DARKSUIT

Going down.

(CONTINUED)

195 CONTINUED:

195

Cochran smiles at Challis, amused.

COCHRAN

Convincing, aren't they? Loyal  
and obedient.

One of the Darksuits holds out a pile of white garments  
to Cochran. He seats himself and puts them on over  
his shoes and hands.

The other Darksuit wrenches a similar set onto  
Challis' hands and feet. They are the sort of thing  
found in dust-free laboratories, or germ-free clinics.

COCHRAN

(continuing)

The surprising thing is that the  
internal components are quite simple  
to produce, really. The external  
features took a lot longer to perfect, but  
in the end, it's just another form  
of maskmaking.

The elevator lurches to a halt. The lighting goes  
red. A blower from somewhere sends air wafting through.

CHALLIS

Ellie's father. You sent one of  
these out to kill him.

Cochran smiles resignedly.

CHALLIS

(continuing)

Then it destroyed itself. No  
evidence to lead anyone back here  
to Santa Mira.

COCHRAN

Very good, Mister Challis. He was a  
very inquisitive man. Downright--  
nosy, you might say.

Cochran laughs at his own joke.

GRAYSUIT

Dust free area. No smoking.

(CONTINUED)

195 CONTINUED (2):

195

A hiss, and the doors slide open. Darkness. Challis is pushed into the hands of two more Graysuits. Cochran follows him out. The doors close.

196 INT. INNER SANCTUM (THE BIG ROOM)

196

For a moment all is dark. Then someone moves. SEE lights down below. Cochran, dimly outlined, moves to a railing. WE FOLLOW.

COCHRAN

Do you know anything about  
Halloween, Mister Challis?

A remarkable scene reveals itself.

Spread beneath us is a huge room, mostly in darkness. Directly below, surrounded by high-intensity lights, is a long rectangular stone, partially covered with protective material.

Technicians are gathered around it.

At the other end of the room is a tightly-gathered array of monitor screens and consoles. (THE HIGH TECH AREA). Several more Technicians are busy here.

COCHRAN

(continuing; almost in  
a whisper)

It was the start of the year in  
our old Celtic lands. We would  
wait in our houses made of turf.  
The barriers were down, you see,  
between the real and the unreal.  
The dead might look in, to sit  
by our bit of fire. Halloween.  
The last great one was three  
thousand years ago.

(as if remembering)

The hills ran with the blood of  
countless sacrifices...

CHALLIS

Sacrifice...

(CONTINUED)



196 CONTINUED:

196

COCHRAN

One had to be ready. It was  
part of our craft.

CHALLIS

...witchcraft.

COCHRAN

You would call it that. To us  
it was a way of controlling our  
world. The only way.

(the smile)

I'm talking, of course, about my  
ancestors...

Cochran moves along the catwalk. The others follow.

COCHRAN

(continuing)

They never dreamed of this.  
The harnessing and storing of  
power. Even their alchemy  
couldn't do this.

CHALLIS

Do what, Cochran? What is  
this place?

COCHRAN

I'm surprised at you. You  
were doing so well. But there  
we are...advanced technology  
is always magic to one who  
doesn't understand it. And a  
great magician never reveals  
his secrets.

(a chuckle)

Come along, Mister Challis.  
There's still time for you  
to figure it out...

Cochran goes down a flight of stairs.

197 FLOOR AREA

197

They reach the floor and start across, passing close  
to the stone, the Technicians, the lights, the video  
cameras.

198 MONTAGE

198

Technicians. The rock. Tools, chipping away at it. Every chip being swept carefully into containers. A conveyer belt.

Farther along, a small assembly line. The Silver Shamrock trade seals. Hands assembling them. Delicate, microscopic work. Tweezers, calipers; containers of the stone chips. The masks.

199 NEW ANGLE

199

Cochran, Challis and the Graysuits cross the floor.

COCHRAN

(gesturing at the  
stone)

From an ancient shrine. I  
imagine even you have heard  
of it.

CHALLIS

(a whisper)

Stonehenge...

COCHRAN

Devil of a time getting it here.  
But, it had to be done.

He turns to a stack of nearby cases, standing at the end  
of a long conveyer belt.

COCHRAN

(continuing)

It has a power in it, you see.  
A force. Even the tiniest particle  
of it...

He reaches into one of the cases and pulls out a  
handful of the Silver Shamrock trade seals.

COCHRAN

(continuing)

...can be devastating.

He tosses the trade seals back into the box and  
picks up a skull mask nearby. He checks it, makes  
sure its trade-seal is on securely.

(CONTINUED)

199 CONTINUED:

199 .

Cochran moves on toward the high tech area.

200 HIGH TECH AREA

200

Cochran comes in. Challis and the Graysuits follow. Cochran moves over to a bank of video screens. Some feature details of the stonehenge rock; some feature corridors and anterooms; some are blank.

COCHRAN

You asked about the girl...

He leans over and punches a button on a console. One of the blank screens rolls and flickers.

201 CLOSE ON TV SCREEN - ELLIE

201

Elli lies on a stainless-steel tavle somewhere in a windowless room. A DARKSUIT stands nearby.

202 BACK TO SCENE

202

Challis leans down close to the screen, staring at Ellie.

CHALLIS

Where is she...?

COCHRAN

(pointing at the screen)

Why, she's right in there, Mister Challis.

(chuckling)

By the way...your friend Miss Guttman didn't make it. Sorry.

He punches another button. Another monitor flickers.

203 CLOSE ON TV SCREEN - MARGE

203

A scanning shot, panning back and forth over Marge's body, covered by a sheet.

204 OMITTED

204 OMIT

205 OMITTED

205 OMIT

206 BACK TO SCENE

206

Challis leans in.

CHALLIS

You killed her. Just like you  
plan to kill every child in the--

COCHRAN

On no, Mister Challis! You're  
mistaken! Not 'just like' that  
at all. Miss Guttman was the  
victim of a misfire. The others...

(glancing at his  
watch)

But talk is cheap, isn't it?  
What you really want to see is  
a demonstration.

(smiling)

What good timing we're blessed  
with! There's one coming right  
up...

He turns to another console, hits another button.

207 EXT. FACTORY YARD - DAY

207

Buddy, Betty and Li'l Buddy walk through the factory  
yard. Led along by several GRAYSUITS. Buddy clutches  
his traveling bag.

BETTY

I can't believe there are more  
prizes.

BUDDY

Well, he wants my advice on some-  
thing. But I gotta talk to the  
guy. His organization is really  
screwing me up.

LI'L BUDDY

I'm hungry. When are we gonna  
have breakfast?

BETTY

In a little while, honey...

(CONTINUED)

207 CONTINUED:

207

LI'L BUDDY

I have to go to the bathroom.

Another GUARD lets them into the "STRICTLY NO ADMITTANCE" door.

208 INT. SMALL ROOM - DAY

208

A very plain, small room with three TV sets placed around. In the ceiling is another remote TV camera.

Buddy, Betty and Li'l Buddy walk into the room. The door closes behind them. Buddy is glowering. Li'l Buddy clutches his JACK-O-LANTERN mask.

BUDDY

(pulls papers from his traveling bag)

Know what these are? My orders for next year--but they won't take 'em!

LI'L BUDDY

Daddiee...

BUDDY

You know the way I work. A long way ahead. Not just next week, but next year!

BETTY

Okay, okay--can't we just pick up this prize and go home?

BUDDY

You've got to plan! I tell them, you're squandering your money, all this last-minute stuff on TV, just plan it! But no! "No, Mr. Kupfer, we do it our way!"

LI'L BUDDY

I'm bored...

Li'l Buddy tries turning on one of the TV sets. It doesn't work.

BUDDY

(ignores Li'l Buddy)

Anybody would think this is the last Halloween ever!

(CONTINUED)

208 CONTINUED:

208

BETTY

Buddy, I wanna go home!

BUDDY

They're holding out on us! They got brand-new masks all stashed away and they won't let us see a one of 'em! I find that insulting! I truly resent it! You know what I got a mind to do--?

Suddenly the three TV sets in the room blink on simultaneously.

Li'l Buddy is startled.

For a minute the screens are blank with static.

Then the final Halloween commercial appears. Dancing JACK-O-LANTERNS. Children's faces.

ANNOUNCER

(V.O.; Irish brogue)

Time! It's time! All those lucky kids with Silver Shamrock masks, move close to your TV screen!

BETTY

What's this?

Li'l Buddy immediately responds to the announcer. He quickly pulls on his mask and moves up close to one of the TV screens.

CAMERA PANS UP to the TV camera in the ceiling.

209 INT. HIGH-TECH AREA

209

Challis is watching a TV screen: Buddy, Betty and Li'l Buddy stare at the commercial on the TV sets. A growing terror comes over Challis.

Cochran also watches a monitor. A slow smile moves across his features.

All the sounds from the small room come over a speaker. A TECHNICIAN operates the controls on a panel. Challis glances at the various buttons the technician is pushing, then looks back at the screen.

(CONTINUED)

209 CONTINUED:

209

BETTY

(V.O.)

Is this the famous prize they're  
going to give you?

BUDDY

(V.O.)

No--they wouldn't do... Maybe they  
want us to give our opinions...

210 INT. SMALL ROOM

210

Buddy and Betty watch one of the TV sets. Li'l Buddy  
is riveted about four inches from his screen.

BETTY

What opinions?

BUDDY

Whether or not we like the final  
commercial.

BETTY

You said you thought it was a  
waste of time--

211 CLOSE ON LI'L BUDDY

211

JACK-O-LANTERN masked face up to the screen. The  
commercial rolling.

Suddenly the TV screen flashes! A small brilliant  
light glows!

Then the screen goes black.

And then the glow again, flashing on and off like a  
strobe light!

Li'l Buddy slowly raises his hands to the mask.

212 ON BUDDY AND BETTY

212

The glowing, flashing light flickers on their faces.

(CONTINUED)

212 CONTINUED:

212

BUDDY

Now what is this? They screwed  
up the commercial.

BETTY

I think that this whole thing is  
just a big joke.

213 LOW ANGLE

213

Buddy and Betty stand across the room by a TV.

Suddenly Li'l Buddy lurches back into frame.  
Staggering, swaying back on his heels. His hands  
clutching the JACK-O-LANTERN mask. He pitches  
forward on the floor.

214 INT. HIGH-TECH AREA

214

Challis. Staring at the scene in horror.

215 INT. SMALL ROOM

215

Buddy continues to watch the flickering TV screen.  
Betty turns around.

BETTY

Li'l Buddy...

And then she opens her mouth. Not quite a scream.  
A sort of speechless shock.

216 ON LI'L BUDDY

216

Li'l Buddy raises up. His hands up to the mask which  
is now melting away from his face! His eyes are two  
blood-red orbs! The skin around them red, blistered  
and bursting!

Then Li'l Buddy pitches forward again!

217 LI'L BUDDY ON FLOOR

217

Now Li'l Buddy lies on the floor. Body twitching.

And then, out of the mouth of the mask, a small,  
furry appendage. And then another. Until a spider  
slowly crawls out!



- 218 ON BUDDY AND BETTY 218  
She SCREAMS! Buddy turns and sees his son.
- 219 ON LI'L BUDDY 219  
Something else emerges from the expelling mouth:  
a long black snake! It glides evilly across the  
bloody floor!
- 220 LOW ANGLE - BETTY 220  
Betty moves toward her son. Something small and  
black and wriggling leaps on her face!
- 221 CLOSE ON BETTY 221  
The spider hugs her face! She SHRIEKS in horror,  
and lurches backward! The eight-legged thing stings  
her, again and again!
- 222 ON BUDDY 222  
He doesn't know what to do first. Gripped in a  
paralyzing fear. He moves toward his son.
- 223 ON LI'L BUDDY 223  
Out of the mouth comes a lizard!
- 224 BUDDY AND BETTY 224  
Buddy moves then for his wife. Betty crumples to  
the floor. The spider covers her face like a  
clutching hand!  
Suddenly Buddy screams!  
And looks down!
- 225 CLOSE ON BUDDY'S LEG 225  
The snake has bitten into Buddy's leg!  
It holds on, its teeth sunk way into his flesh!

226 INT. HIGH-TECH AREA

226

Challis can barely look at the screen. Buddy's SCREAMS come over the speaker. Cochran turns from his screen.

COCHRAN

A plague is on them, Mr. Challis. Think of that in fifty million homes! All those little children in their masks in front of their TV sets.

Buddy's SCREAMS suddenly stop. Silence from the speakers. Challis looks at the screen.

227 CLOSE ON TV SCREEN - SMALL ROOM

227

Buddy, Betty and Li'l Buddy lie on the floor. Motionless. Dead. The TV sets continue to flicker.

228 INT. HIGH-TECH AREA

228

Challis turns to Cochran.

CHALLIS

Why?

COCHRAN

It's time again. The planets are in sisogy. It's Samhain. I'm going to change the world tonight. Forever. And you get to share in it.

229 ON CHALLIS

229

Just staring at Cochran. The factory guards close in on him.

DISSOLVE TO:

HALLOWEEN MONTAGE

230 EXT. RESIDENTIAL STREET #1 - DAY

230

A quiet, suburban, tree-lined residential street. CHILDREN dressed in Halloween costumes and Silver Shamrock masks, carrying bags of candy, walk along.

SUPERIMPOSE:

MUNCIE, INDIANA

231 INT. TOY STORE - DAY

231

TRACKING SHOT down a row of Silver Shamrock masks. CHILDREN stand behind a counter YELLING and GIGGLING and SCREAMING. CLERKS pull masks off the rack.

CAMERA MOVES TO a Silver Shamrock display: a gyrating skull head.

DISPLAY VOICE

(V.O.)

It's Halloween tonight, kids! Get your Silver Shamrock mask now!

232 EXT. RESIDENTIAL STREET #2 - DAY

232

Another residential street. More CHILDREN in Silver Shamrock masks.

SUPERIMPOSE:

DAYTON, OHIO

233 CLOSE ON TV SCREEN

233

The Silver Shamrock commercial.

ANNOUNCER

(V.O.; Irish brogue)

It's Halloween tonight, kids! Get your Silver Shamrock masks and watch the big Halloween Horrorthon!

234 EXT. LOS ANGELES SKYLINE - DAY

234

The skyline of downtown Los Angeles. In f.g. CHILDREN in Halloween costumes move by.

SUPERIMPOSE:

LOS ANGELES, CALIFORNIA

235 INT. TOY STORE - CLOSE ON SILVER SHAMROCK MASKS

235

The WITCH, JACK-O-LANTERN and SKULL masks are being cleaned off a shelf.

236 EXT. RESIDENTIAL STREET #3 - DAY

236

More CHILDREN. Silver Shamrock masks.

SUPERIMPOSE:

BOWLING GREEN, KENTUCKY

237 EXT. RESIDENTIAL STREET #4 - DAY

237

The sun is going down. CHILDREN in costumes. Bags of candy. Silver Shamrock masks.

A large delivery truck moves by. The Silver Shamrock logo emblazoned on the side. A loudspeaker on top.

LOUDSPEAKER VOICE

(V.O.)

It's Halloween tonight, kids! Watch the Horrorthon with your Silver Shamrock masks! And be by your television at nine o'clock!

SUPERIMPOSE:

PHOENIX, ARIZONA

DISSOLVE TO:

238 INT. SMALL ROOM - NIGHT

238

BEGIN on a TV camera in the ceiling.

MOVE DOWN to a clock on the wall. It reads: 7:45.

(CONTINUED)

238 CONTINUED:

238

Then PULL BACK to reveal a small, concrete-walled room.

Challis is securely tied in a chair. In front of him is a TV set. He stares numbly at the screen. "Halloween" is being shown.

Cochran stands behind Challis. Holding a SKULL mask. He slips it over Challis' head. Makes sure the mask is secure.

COCHRAN

Happy Halloween, Mr. Challis.

Cochran walks out of the room.

239 CLOSE ON CHALLIS

239

Behind the SKULL mask, Challis' eyes. They glance to the wall.

240 CLOSE ON CLOCK

240

7:47.

241 INT. SMALL ROOM #2 - NIGHT

241

Another concrete room. TV camera in ceiling.

Ellie is tied to a chair. In front of her is a TV set.

242 CLOSE ON TV SET

242

The movie "Halloween." Laurie Strode walks across a dark street. Spooky music.

243 CLOSE ON ELLIE

243

A WITCH mask is pulled over Ellie's head.

244 INT. SMALL ROOM - CLOSE ON TV

244

"Halloween." Laurie Strode walks up to the Wallace house.

- 245 ON CHALLIS 245  
Struggling in the chair.
- 246 CLOSE ON CHALLIS 246  
Through the SKULL mask eye-holes. Challis' eyes.  
Dart around.
- 247 ON THE CLOCK 247  
7:50.  
WE PAN UP to the remote TV camera in the ceiling.
- 248 INT. HIGH-TECH AREA - NIGHT - CLOSE ON TV SCREEN 248  
On a TV screen: we see Challis in the small room  
from ceiling level.
- 249 ON TECHNICIAN 249  
He watches the screen. Cochran walks up. Glances  
at the screen. Then walks away.  
The TECHNICIAN turns away to another console for a  
moment.
- 250 INT. SMALL ROOM 250  
Challis stares at the remote TV camera for several  
beats.  
Then at the TV in front of him.  
The theme from "Halloween" tinkles away mindlessly.  
In a rage Challis lunges forward with the chair.  
His feet hit the base of the TV, toppling it.
- 251 ON TV 251  
The TV set hits the floor! The screen IMPLODES with  
a DULL CRACK! The glass on the front of the screen  
is shattered in large shards!

252 ON CHALLIS

252

Stares at the shattered TV. Then at the remote camera in the ceiling.

Then Challis tips himself over. The chair SLAMS down on the floor, a few feet away from the TV.

253 INT. HIGH-TECH AREA

253

The technician has completely turned his attention to the console next to him. He doesn't see the image on his TV screen: Challis, still tied to the chair, sliding across the floor to the broken set.

254 INT. SMALL ROOM

254

Challis inches the chair up to the front of the TV set. He maneuvers himself so that his tied hands are inches from the shards.

255 CLOSE ON TV SET

255

Challis' hands inch up to the broken shards.

Finally he slips the ropes around one large piece of glass.

And begins rubbing the ropes furiously on the glass.

256 ON CHALLIS

256

He rubs and tugs and pulls.

Finally the ropes break! His hands are free!

Challis rips off the SKULL mask. Looks up at the remote TV camera. Takes careful aim. And lobs the SKULL mask like a frisbee.

257 ON REMOTE TV CAMERA

257

The SKULL mask lands right on the lens of the remote camera!

258 INT. HIGH-TECH AREA

258

The technician finally turns back to his TV screen.  
It is completely blank.

TECHNICIAN

I have a malfunction on camera 7.

259 INT. SMALL ROOM

259

Challis has grabbed a shard from the TV set. He  
saws away on the ropes still binding his feet.

Finally he rips them off. Scrambles to his feet.  
Quickly moves to the door. Tries it. Locked.

Challis looks around the room. His eyes stop.

260 CHALLIS' POV - VENTILATOR PANEL

260

A ventilator panel in the wall.

261 ON CHALLIS

261

He grabs the chair and rushes to the wall under  
the ventilator panel.

262 INT. HIGH-TECH AREA

262

Cochran is seated at a desk. He is on the telephone.

COCHRAN

(into phone)

There were a few we didn't manage  
to sell. The odd fifty thousand.  
Not many. But the reports from  
our dealers are phenomenal. We've  
sold close to 150 million masks.

The technician comes up to him.

TECHNICIAN

Mr. Cochran...

Cochran waves him away.

(CONTINUED)



262 CONTINUED:

262

COCHRAN

(into phone)

Yes, phenomenal. And I just got a phone call from the network. They're projecting a 43 share for the Horrorthon.

(pause)

Yes, yes, I'm delighted.

(pause)

That's right. Nine o'clock. I wouldn't miss it.

263 INT. SMALL ROOM

263

Challis yanks the ventilator panel out of the wall. He lets it fall to the floor.

In front of him is a large rectangular hole. Behind it the aluminum heating duct.

Challis pulls himself up into the hole.

CAMERA MOVES TO the clock on the wall. 8:11.

264 INT. HEATING DUCT

264

Challis crawls along through the heating duct.

265 ANOTHER ANGLE

265

He rounds a corner. A ventilator panel.

Challis crawls up to it and peers out.

266 CHALLIS' POV - THRU VENTILATOR PANEL - HIGH-TECH AREA

266

Technicians at their consoles. Cochran seated at a desk talking on the telephone.

267 INT. HEATING DUCT

267

Challis quickly crawls away.

268 INT. HIGH-TECH AREA

268

COCHRAN  
(into phone)

Yes, yes, I will. Thank you again.

Cochran hangs up. The technician finally speaks.

TECHNICIAN  
Mr. Cochran...

COCHRAN  
Yes.

TECHNICIAN  
There's a problem with camera 7.

269 INT. HEATING DUCT

269

Challis comes to a junction in the duct. Two ways to go. Above him is a small access panel. He quickly opens it up.

270 EXT. ROOF OF FACTORY - NIGHT

270

Challis emerges on the roof of the factory. He carefully replaces the access panel.

Then he makes his way across the roof.

271 ANOTHER ANGLE

271

Challis stops.

Ahead of him is a revolving TV camera.

Challis presses himself into the shadows, moving off in the other direction.

272 ON CHALLIS

272

He scampers across the roof, ducking down to avoid the view of another remote camera.

Finally he makes it over to the edge. He flattens himself on the eave and lowers himself over the side.

273 INT. HIGH-TECH AREA 273

Cochran and the technician are standing over a console.

274 CLOSE ON TV SCREEN 274

Still blank.

Suddenly the image reappears: A GUARD rips the mask off the lens.

We see the overturned chair. The shattered TV set. The ventilator panel on the floor.

275 ON COCHRAN AND TECHNICIAN 275

TECHNICIAN  
We've lost him--

COCHRAN  
Not yet.

Cochran moves over to another console.

276 CLOSE ON TV SCREEN - SMALL ROOM #2 276

From the ceiling: a view of Ellie tied to her chair. In front of a TV set.

Then we see the door open.

And then we see Challis dash in and start untying Ellie!

277 ON COCHRAN 277

He smiles.

COCHRAN  
South corridor.

The room springs to life. GUARDS run for exits. TECHNICIANS move to their consoles.

278 INT. SMALL ROOM #2 278  
Challis unties Ellie. They dash out the door.  
CAMERA MOVES IN on the wall clock. 8:26!

279 INT. CORRIDOR 279  
CAMERA PANAGLIDES WITH CHALLIS AND ELLIE.  
They race down a corridor. Full speed.

280 INT. SECOND CORRIDOR 280  
WHAM! Challis and Ellie burst through a door.  
Start to move forward down the corridor. Then  
stop.

281 THEIR POV - DOWN CORRIDOR - GUARDS 281  
At the other end of the second corridor. FACTORY  
GUARDS race toward them!

282 ON CHALLIS AND ELLIE 282  
They turn down another hallway. CAMERA PANAGLIDES  
AFTER THEM as they run.

283 INT. WAREHOUSE AREA - NIGHT 283  
CAMERA HURTLES ALONG with Challis and Ellie.  
Through a dark warehouse area. Past stacks of  
packing crates. Machines. Weaving through crates  
and boxes.  
Challis stops short. Pulls Ellie down behind a  
large crate. Just missing the view of a revolving  
TV camera in the ceiling.  
There are large TV monitors in every corner of the  
warehouse.

- 284 ANOTHER ANGLE 284
- Factory guards pour into the warehouse area.
- At one end of the room is a large glass control booth. This is the high-tech area. Stairs lead up to a door in the booth.
- 285 INT. HIGH-TECH AREA 285
- A glass window looks down into the warehouse area. Cochran watches the guards searching around. Then he moves to the door.
- 286 INT. WAREHOUSE AREA 286
- Cochran emerges from the high tech area and starts down the stairs.
- 287 BEHIND CRATE - CHALLIS AND ELLIE 287
- Hiding. As the guards search.
- Challis softly grabs a large box lying nearby. He carefully pulls open the top.
- 288 CLOSE ON BOX - LOGOS 288
- The box is filled with the tiny trefoil logos!
- 289 ON CHALLIS AND ELLIE 289
- They look at each other.
- 290 ON COCHRAN AND GUARDS 290
- Cochran and the guards move slowly past the machines and crates. Boxes are overturned. Cochran stops in the center of the room.
- 291 WIDE SHOT 291
- The guards fan out. Cochran remains in the middle.
- We catch a glimpse of Challis and Ellie moving up the stairs to the high-tech area behind them!

292 INT. HIGH-TECH AREA 292

Challis and Ellie dart into the high-tech area. Before any of the technicians can react, Challis races to a console.

293 CLOSE ON CONSOLE 293

Challis' hand punches several buttons. Trying to find the right one.

294 INT. WAREHOUSE AREA 294

Suddenly the large TV monitors in the corner flash to life!

On each of them: the last TV commercial!

Cochran spins around. Looks up toward the high-tech area.

295 UP ANGLE - GLASS BOOTH AND CATWALK 295

Challis and Ellie race out of the high-tech area across a catwalk above Cochran and the guards.

296 ON COCHRAN 296

COCHRAN

Stop them!

Suddenly the flashing strobe light begins on the monitors!

CAMERA PUSHES IN to Cochran's face!

COCHRAN

(continuing)

Stop them!

297 UP ANGLE - CHALLIS AND ELLIE ON CATWALK 297

Challis thrusts his hands into the box, grabbing handfuls of logos! He hurls them down!

- 298 CLOSE - TV MONITOR 298
- The logos hit the flickering screen! A spark ZIPS, firing a micro-chip! Then another ZIP! And another!
- 299 CLOSE ON FACTORY GUARD 299
- A FACTORY GUARD is hit with a micro-chip! He instantly short-circuits! Silicone slime sprays out of his mouth! His body locks into a rigid position and falls to the floor!
- 300 UP ANGLE - CHALLIS 300
- Challis holds up the box and dumps it over the edge of the catwalk!
- 301 ON LOGOS 301
- The tiny logos tumble downward, raining, turning!
- 302 ON TV MONITOR 302
- The logos pass the screen. The sparks are ZIPPING everywhere!
- 303 ON COCHRAN AND GUARDS 303
- The micro-chips find their targets! GUARDS shudder and go rigid all around as the sparks flash into them! They tumble to the floor!
- Cochran stands for a moment, looking up at Challis. He seems almost impressed by the turn of the tables. Something close to a smile crosses his lips.
- And then he is covered with sparks! As if a swarm of fiery hornets have covered him!
- 304 ON CHALLIS AND ELLIE ON CATWALK 304
- The flashing and sparking from below illuminate Challis and Ellie running away down the catwalk!

305 ON COCHRAN

305

Cochran undergoes the most appalling change. He seems to be swelling to a monstrous size, towering above the fallen guards around him.

His head is bulging, pushing outward into some strange shape! It continues to swell, melting, changing, into the shape of a grotesque pumpkin!

Then Cochran collapses, a twitching heap on the floor! Dead!

306 ANOTHER ANGLE

306

The whole warehouse area is exploding. Sparks catching on the packing insulation. There are flames now.

307 EXT. FACTORY YARD - NIGHT

307

Flames lick in the windows of the factory. Somewhere we hear a DULL EXPLOSION.

Challis and Ellie race across the factory yard.

DISSOLVE TO:

308 EXT. ROAD - NIGHT

308

Ellie's car ROARS along the lonely road.

309 INT. ELLIE'S CAR - NIGHT

309

Challis drives like a madman. Ellie is next to him in the passenger seat. Challis turns on the radio.

ANNOUNCER

(V.O.)

...expecting overcast skies and a 50 percent chance of rain through Monday. It's presently 74 degrees at 8:48 p.m.

Challis pushes down on the accelerator.

(CONTINUED)



309 CONTINUED:

309

CHALLIS

Gotta make it to that gas station!  
Another five or six miles...

The Silver Shamrock commercial comes over the radio.

JINGLE SINGERS

(V.O.)

IT'S ALMOST TIME FOR HALLOWEEN  
HALLOWEEN, HALLOWEEN  
TAKE YOUR MASK TO THE TV SCREEN  
TV SCREEN, TV SCREEN...

Challis CLICKS off the radio. He glances over at Ellie.

She sits quietly in the seat.

CHALLIS

Ellie, you all right...?

Suddenly Ellie turns to Challis. A cold, blank expression on her face. There is just a beat.

And then she lunges for him!

Her hand SNAPS across his face like a steel vice!  
Her other hand grabs the wheel of the car!

CHALLIS

(a shriek)

ELLIE!

310 EXT. ROAD - NIGHT

310

The car swerves wildly along the road!

311 INT. ELLIE'S CAR

311

Challis and Ellie battle viciously. He tries to push her away but her strength is too much.

She claws at his face. Leaving tracks of bloodied flesh.

Challis SLAMS at her face with his fist! The blows register no impact! Her face is calm, emotionless!

- 312 CLOSE ON STEERING WHEEL 312  
Ellie's hand yanks the wheel hard to the right!
- 313 POV THRU FRONT WINDSHIELD 313  
The car heads right for a tree!  
KAWHAM!
- 314 EXT. TREE - NIGHT 314  
The front end buckled-in like a child's toy, the car THUMPS down to the ground from the impact!  
Challis tumbles out of the car, rolling across the ground. He shakily scrambles to his feet.
- 315 ON ELLIE 315  
Ellie emerges from the other side. Stands up.  
And we see that one of her arms is missing!  
But still the calm, even expression on her face!
- 316 ON CHALLIS 316  
His face frozen with horror! He runs to the rear of the car! The trunk has sprung open. Challis reaches inside and grabs a tire iron.  
But suddenly, from around the side of the car, Ellie is on him again, her single arm SNAPPING OUT and locking on his face!  
Challis raises the tire iron! And SLAMS it home!  
Right across Ellie's FACE! With a WHAP!
- 317 ON ELLIE 317  
She staggers back stiffly. Silicone spewing from her mouth.

318 ON CHALLIS 318  
Moves forward. Raises the tire iron again. Swings.

319 ON ELLIE 319  
WHANG! Ellie spins around, her head cocked at an impossible angle! Then she falls face forward to the ground!

320 ON CHALLIS 320  
He stares down at her.

321 ON ELLIE 321  
Motionless. Eyes open. From the torn joint of her severed arm pours silicone. And we can see electronics slowing, spinning to a stop.

322 ON CHALLIS 322  
Challis slowly moves back to the car.

323 INT. ELLIE'S CAR 323  
He slides in. Puts the car in reverse. Tries to back it off the tree. But the car only GRINDS and rocks back and forth.  
Challis starts to slide back out.  
When Ellie's severed arm leaps up from the floor!

324 CLOSE ON CHALLIS 324  
The fingers clamp around his face!

325 EXT. CAR 325  
Challis tumbles back out! The arm stuck fast to his head!

(CONTINUED)

325 CONTINUED:

325

He rolls on the ground! Finally pulls the fingers off! And hurls the arm away from him!

Then Challis scrambles to his feet.

326 CHALLIS' POV - ELLIE'S ARM

326

The severed arm lies on the ground. The fingers still moving, clawing!

327 ON CHALLIS

327

He turns away from the horror and races off into the night.

DISSOLVE TO:

328 EXT. GAS STATION - NIGHT

328

Challis, filthy and ragged, races up to the gas station. He halts wearily at the sight of a MAN emerging from the lighted booth. But as Jones comes nearer Challis rushes to him.

CHALLIS

Gotta--use your phone! It's--  
life and death--

JONES

Sure, man...don't I know you?

Challis goes tottering into the gas station, followed by Jones.

329 INT. GAS STATION - NIGHT

329

It is minutes later. Challis is telephoning and keeping his eyes on the small, battered TV set. It is showing the last commercial. The sound is off.

CHALLIS

(into phone; tormented)  
...If it goes out it means the death  
of millions of people! Everyone  
watching! Do you under--then say  
it's a bomb!

(MORE)

(CONTINUED)

329 CONTINUED:

329

CHALLIS  
(continuing; into phone;  
nearly weeping)  
No, I can't prove...! You've got  
to believe me!

Challis glances around for an instant.

330 CHALLIS' POV - THE STATION

330

Jones is in the doorway, watching him quizzically. And there are CHILDREN, a couple of them, standing behind Jones dressed in Halloween costumes. Each wears a Silver Shamrock mask!

The TV screen flickers. The commercial vanishes abruptly! Followed by a station signal: "We Apologize For This Interruption..."

331 ON CHALLIS

331

Relieved! He reaches to the TV set and CLICKS the channel changer.

332 ON TV

332

The commercial! But a second later it too is cut off! A card reads: "Stand By."

Challis flips to another channel. The commercial is still there! Dancing JACK-O-LANTERN heads!

333 ON CHALLIS

333

CHALLIS  
(into phone, frantically)  
The third channel...Get it off the  
air--get it off! Get it...!

334 CHALLIS' POV - CHILDREN

334

In the doorway the CHILDREN watch. Now they move closer toward the TV set! All of them wearing their Silver Shamrock masks!

335 ON CHALLIS

335

CAMERA MOVES IN on Challis as he watches in horror.

Then the flashing, flickering starts from the TV, off-screen. The strobing light plays across his face. Glittering in his wild, terrified eyes!

CHALLIS

(into phone, screaming)

Turn it off! For God's sake, turn  
it off now! Stop it!

(to attendant)

Turn it off! Stop it!

(to CAMERA)

Stop it!

336 BLACK SCREEN

336

END TITLES.